

MCL: SEC: AUG: 2023

Date: 28.08.2023

To,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
MUMBAI 400 051,
Stock Code: MURUDCERA.EQ

To,
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
MUMBAI 400 001,
Stock Code: 515037

Sub.: Notice of 40th Annual General Meeting (AGM) scheduled to be held on Friday, 22nd September, 2023 at 3:00 P.M. along with Annual Report for the financial year ended 31st March, 2023.

Dear Sir/ Madam,

We wish to inform you that the 40th Annual General Meeting of the Company will be held on Friday, 22nd September, 2023 at 3:00 P.M. at Hotel Naveen, Unkal Lake, Hubli - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025, Karnataka.

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013 including rules made thereunder, the Register of Members/ Share Transfer Books of the Company will remain closed from **Friday, September 15, 2023 to Friday, September 22, 2023 (both days inclusive)**, for the purpose of 40th Annual General Meeting and payment of Dividend.

The Company has fixed **Thursday, September 14, 2023** as the "**Cut-off Date**" and "**Record Date**" for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM and for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23 respectively.

Please find enclosed the Notice of 40th Annual General Meeting along with Integrated Annual Report for the financial year 2022-23 comprising the standalone and consolidated audited financial statements for the financial year 2022-23, along with Board's Report, Auditors' Report and other documents required to be attached thereto.

You are requested to take the above in your records and oblige the same.

Thanking you.

Yours faithfully.

For Murudeshwar Ceramics Limited

Ashok Kumar
Company Secretary &
Compliance Officer

An ISO 9001-2008 Certified Company



40th ANNUAL REPORT 2022-2023



BOARD OF DIRECTORS & KMP

Shri SATISH R SHETTY
Chairman & Managing Director

Dr. S.S. HIREMATH
Independent Director

Shri ANNAPPAYYA
Independent Director

Shri SANKAPPA K SHETTY
Independent Director

Smt. SARVANI ALVA
Independent Director

Shri SATHYA MURTHY PADAKI
Independent Director

Shri SUNIL R SHETTY
Non-Executive Director

Shri NAVEEN R SHETTY
Non-Executive Director

Shri KARAN SATISH SHETTY
Whole Time Director

Shri N M HEGDE
Vice President (Finance) & CFO

Shri ASHOK KUMAR
Company Secretary & Compliance Officer

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Committees of the Board of Directors

- ❖ **AUDIT COMMITTEE**
Shri Sankappa K Shetty - Chairman
Shri Satish R Shetty - Member
Shri Annappayya - Member
- ❖ **NOMINATION & REMUNERATION COMMITTEE**
Shri Annappayya - Chairman
Shri Sankappa K Shetty - Member
Dr. S S Hiremath - Member
- ❖ **STAKEHOLDERS GRIEVANCE COMMITTEE**
Shri Annappayya - Chairman
Shri Satish R Shetty - Member
Shri Sankappa K Shetty - Member
- ❖ **CSR COMMITTEE**
Shri Satish R Shetty - Chairman
Dr. S S Hiremath - Member
Shri Naveen R Shetty - Member
- ❖ **EXECUTIVE COMMITTEE**
Shri Satish R Shetty
Shri Sunil R Shetty
Shri Naveen R Shetty
Shri Annappayya
Shri Sankappa K Shetty
Shri Karan S Shetty

OTHER DETAILS

❖ **Statutory Auditors**

K G RAO & Co.,
Chartered Accountants,
Add.: 15, First Floor, 3rd Cross,
Sampige Road, Malleshwaram.
Bengaluru – 560003.
Email : cakrishnaraj.in@gmail.com

❖ **Internal Auditors**

S. B. Shetty and Co.,
Chartered Accountants
Add.: No 1, 2nd Floor, Time Square,
Opp: Kadasiddeshwar Arts College,
Vidyanagar, Hubballi – 580031.
Email: karthikbshetty@gmail.com

❖ **Secretarial Auditors**

Swati Hegde & Associates
Practicing Company Secretary
No. 61, G Block, 3rd Floor, Manasa Prakrithi
Building, (Above Indusind Bank), SahakarNagar Main
Road, Bengaluru, Karnataka-560092
Email : swatihegde.cs@gmail.com

❖ **Registrar and Transfer Agent**

Canbank Computer Services Limited
#218, J P Royale, 1 Floor, 14% Cross,
Sampige Road, Malleshwaram,
Bangalore -560003
Phone : 080-23469661/62
Fax : 080-23469667
Email : canbankrta@ccst.co.in

❖ **Bankers**

Canara Bank
HDFC Bank
Punjab National Bank
State Bank of India
Bank of Baroda
Axis Bank
The Lakshmi Vilas Bank

❖ **Registered Office**

Murudeshwar Bhavan,
604/B, Gokul Road, HUBBALLI - 580 030
Phone : 0836-2331615-18
Fax : 0836-2330436 / 4252583
Email : mclho@naveentile.com

❖ **Corporate Office**

Naveen Complex, 7th Floor,
No. 14, M. G. Road,
Bengaluru – 560001.
Ph.: 080 – 42897000
Email: investor@naveentile.com

❖ **Plant – I:**

Sy. No. 139, 141/1, Huildore Village, Bukkapatna Hobli, Tal :
Sira, Dist. : Tumkur, Pin Code : 572 137

❖ **Plant – II:**

143, Ilayancudy Road, Devamapuram Village, Thirunallar
Commune, Karaikal - 609607, Puducherry (U.T.)
Ph: 04368-236899/ 236599.

❖ **Listed on:**

- BSE (Bombay Stock Exchange)
- NSE (National Stock Exchange)

About Murudeshwar Ceramics Limited

Murudeshwar Ceramics Limited is the pioneer in manufacturing world class Vitrified tiles and Ceramic tiles under the brand name “NAVEEN”. The cornerstone of our corporate journey of Thirty years has been “In Leadership through Quality”. Murudeshwar Ceramics Limited is in this position today because of our knowledge of the manufacturing standards, our experience in applying the standards to a wide variety of products in the tile industry, and our thorough understanding of specialized components of the production. The ‘Naveen Diamontile’ tiles of various sizes, colors, designs are displayed in over 73 Company owned showrooms all over India. Apart from “A” Grade cities, showrooms have also been opened in “B” and “C” grade cities. In order to meet the immediate requirements, we store the products in 42 depots in different regions.

Mission

The cornerstone of our corporate journey of Thirty years has been “In Leadership through Quality”.

Vision

To be a leader in Tile manufacturing industry by delivering high quality Tiles with Innovative design concepts using sustainable manufacturing methods

Goals

To create a large & satisfied customer base by delivering durable, defect free, environment friendly and properly designed products. To deliver excellent service at reasonable and affordable prices. To encourage our employees who are our first assets, by promoting and utilizing their best knowledge and experience.

Products:

Naveen Ceramics have become synonymous with quality, producing the widest range of products in ceramic and vitrified tiles.

Quality:

India's No. 1 vitrified tiles brand, Naveen Diamontile, introduces the all new range of Super Glossy Polished Vitrified Tiles for the first time in India.

Notice of 40th Annual General Meeting

To,

The Members,

Notice is hereby given that the **40th (Fortieth) Annual General Meeting (AGM)** of the Members of Murudeshwar Ceramics Limited will be held on Friday, 22nd day of September, 2023 at 3.00 PM. IST at Hotel Naveen, Unkal Lake, Hubli - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025, Karnataka to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT Audited Standalone and Consolidated Financial Statements (including the balance sheet of the Company as at March 31, 2023 and the statement of profit and loss together with the notes on accounts, schedules, statement of cash flow, etc.), in the prescribed format, annexed to and forming part of the accounts for the year ended March 31, 2023, together with the report of the directors’, auditor’s and notes, annexures, schedules etc. appended thereon as presented to the meeting, be and are hereby considered, approved and adopted”.

2. To appoint a director in place of Shri Naveen Rama Shetty (DIN 00058779), who retires by rotation and being eligible, offers himself for reappointment:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“Act”), and rules made thereunder and as per provisions contained in the Articles of Association of the Company the approval of the members of the Company be and is hereby accorded to the reappointment of Shri Naveen Rama Shetty (DIN 00058779), as a director without affecting his current position, who is liable to retire by rotation.”

3. To declare a dividend on equity shares for the financial year ended March 31, 2023:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT a dividend at the rate of Rs. 0.50 (Fifty paise only) per equity share of Rs.10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

SPECIAL BUSINESS:

4. To approve existing and new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013:

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and regulations 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s) arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with RNS Infrastructure Limited (RNSIL) being a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, during the financial year 2023-2024 upto the date of next Annual General Meeting to be held in the year 2024, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s),

not exceeding Rs. 100.00 Crores (Rupees One hundred Crore only), provided however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board of Directors which term shall be deemed to include any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

5. Approval for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company:

To consider and, if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 of the companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with schedule V and other applicable provisions (including any modification or re-enactment thereof) and other approval as may require if any, and based on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the company and pursuant to the provisions contained in the Articles of Association of the Company, the consent of the members be and is hereby accorded, for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company for the period of five (5) years from August 10, 2023 to August 09, 2028, who shall not be liable to retire by rotation, on the following terms and conditions:

- Salary: Rs.3,00,000/- (Rupees Three lakhs only) per month;
- Housing: House Rent Allowance Rs. 50,000/- p.m.;
- Provident Fund: Employers contribution not exceeding 12% of the salary;
- Superannuation Fund: As per Company's rules not exceeding the non-taxable maximum limits;
- Gratuity: As applicable to senior executives of the Company subject to limit not exceeding non-taxable maximum limits;
- Leave & leave encashment: As per leave rules of the Company;
- Leave travel concession: For self, wife, and dependent children once in a year as per rules applicable to senior executives of the Company;
- Medical Reimbursement: Actual expenses incurred for self, wife, and dependent children subject to maximum of one month's salary per year;
- Club Membership: Fees for membership of any two clubs excluding life membership;
- Company's car with driver for official purposes of the Company;
- Telephone: Free telephone facility at residence for official purposes of the Company."

"RESOLVED FURTHER THAT in accordance with schedule V of the Companies Act, 2013 (any modifications or enactment thereof) the salary and perquisites payable to Shri Karan Satish Shetty pursuant to this resolution shall be the minimum remuneration payable irrespective of whether there is loss (No Profit) or adequate profit available in any year or not."

"RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorised to modify the terms and conditions of appointment/ remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time."

"RESOLVED FURTHER THAT any director of the company be and is hereby jointly or severally authorised to sign and execute agreement/ amendment and other necessary papers as regards to the amendment of the Service/ Employment Agreement of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company and to do all such acts, deeds and things which are necessary to carry out the aforesaid resolution and to do the necessary filings, submissions and also seek such necessary approval/ consent from the government departments/ regulatory authorities as and when may be required from time to time."

**By Order of the Board
For Murudeshwar Ceramics Limited**

**Sd/-
Ashok Kumar
Company Secretary
M. No. ACS 40962**

**Place: Bengaluru
Date: August 05, 2023**

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
- (2) The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than 48 (forty-eight) hours before the commencement of the meeting.
- (3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. Further a member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member or shareholder. The holder of the proxy shall provide his identity at the time of attending the Meeting. Member may please note that a proxy does not have the right to speak at the Meeting and cannot vote on poll.
- (4) Any document/ Proxy Form in connection with the Annual General Meeting of the Company signed by any person for and on behalf of any Institution, Bank, Body Corporate etc., will be valid, only if such document/proxy form is supported by a duly authenticated copy of the Resolution of the Board of Directors authorizing such person to sign such document and/or to represent such Institution, Bank, Body Corporate etc., as the case may be.
- (5) Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (6) Members/Proxies should bring the Attendance Slip duly filled in, for attending the Meeting. The Attendance slip is accompanied with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording Attendance at the forthcoming Annual General Meeting.
- (7) Due to the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 dated April 08, 2020, Circular no.17/2020 dated April 13, 2020, Circular no. 20/2020 dated May 05, 2020, Circular no. 02/2021 dated January 13, 2021 and Circular No. 19/2021 dated December 08, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”), and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/ HO/ CFD/ CMD2/ CIR/ P /2021/11 dated January 15, 2021 and SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 05, 2023 (“SEBI Circulars”) issued by the SEBI, notice of the AGM along with the Annual Report for the FY: 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the FY: 2022-23 will also be available on the Company’s website www.naveentile.com, and the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bse.com and www.nseindia.com respectively.
- (8) The relevant details as required under Regulations 26(4) and 6(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and secretarial standard on General meetings issued by the Institute of Company Secretaries of India in respect of a Person/ Director seeking appointment/ re-appointment as Directors are provided in the explanatory part to this Notice and also may be refer in the Corporate Governance part of Annual Report.
- (9) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business set out in items no. 4 to 5 to be transacted at the Meeting is annexed hereto.
- (10) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- (11) Documents pertaining to items referred to in the Notice are available for inspection by any member/s at the Registered Office of the Company on any working day from 2 p.m. to 6 p.m. upto the date of Annual General Meeting.
- (12) Register of Members/Transfer books of the Company will be closed from Friday, September 15, 2023 to Friday, September 22, 2023 (both days inclusive) for the purpose of payment of dividend and AGM for FY2022-23.
- (13) Members seeking any information/clarification concerning the Accounts for the financial year 2022-23 are requested to send their specific request addressed to the Company at its Registered Office of the Company at least seven days before the Annual General Meeting.

- (14) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents will be available for inspection by the members during the AGM.
- (15) Please also refer “General Information to Shareholders” in the annexure to Corporate Governance Report forming part of this Annual Report.
- (16) In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
- (17) In compliance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023; the company has already sent the final reminder along with covering letter, Form ISR-1 for updation of PAN, KYC details etc., Form ISR -2 for confirmation of signature of securities holder by the banker, Form – 3 for Declaration Form for Opting-out of Nomination by Holders of Physical Securities, Form SH – 13 Nomination form in terms section 72 of the companies Act, 2013 and rules made thereunder to all the shareholders who is holding shares in physical mode urging them to update their KYC details. The above forms are also available on the company’s website at www.naveentile.com.
- (18) Members holding shares in physical mode are:
- to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.
 - advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13).
 - If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.
 - requested to register/ update their e-mail address with the Company/ Canbank Computer Services Limited (RTA) for receiving all communications from the Company electronically.
- (19) Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their Demat accounts.
 - advised to contact their respective DPs for registering nomination.
 - requested to register/ update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
- (20) Non-Resident Indian Members are requested to inform Canbank Computer Services Ltd./ respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- (21) In terms of the provisions of Section 152 of the Act, Shri Naveen Rama Shetty (DIN: 00058779), Director of the Company, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.
- (22) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Canbank Computer Services Limited (RTA), for assistance in this regard.
- (23) Please refer last page of Annual Report for AGM Location Map.

(24) Members holding shares in physical form, in identical names, in more than one folio are requested to send to the Company or Canbank Computer Services Limited (RTA), the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

(25) Dividend Related Information:

- (a) Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
- (b) The Company has fixed Thursday, September 14, 2023 as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23.
- (c) Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants/ demand drafts will be dispatch to the registered address of the Members who have not updated their bank account details.
- (d) Members are requested to register/ update their complete bank details with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s) and the process to be followed for updation of bank details, if shares are held in physical mode, is given in Note No. 18 in this Notice.
- (e) Pursuant to the requirement of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after April 1, 2020 the Company will be required to deduct "Tax deduction at source (TDS)" at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company/ Canbank Computer Services Limited / Depository Participant.
- (f) **For Resident Shareholders:** Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN/invalid PAN/PAN not linked with Aadhaar/not registered their valid PAN details in their account or classified as specified person in the income-tax portal, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.
- (g) **For Non-resident Shareholders:** As per Domestic Tax Law: Taxes are required to be withheld in accordance with the provisions of Section 195 of the Act as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, nonresident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

As per Double Tax Avoidance Agreement (DTAA): As per Section 90 of the Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction /withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- (h) **TDS to be deducted at higher rate:** In case of non-filers of Return of Income; TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar; who do not provide/furnish their Permanent Account Number (PAN).

(26) Voting through electronic means:

- (a) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Obligations and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to cast their vote electronically, through the e-voting services provided by NSDL on all resolutions set forth in this Notice, through remote e-voting to all members.

- (b) Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 22, 2023. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- (c) The Board of Directors has appointed Mr. Sunil J. Shah, Practicing Company Secretary (Membership No. ACS: 8717), (mail id: sunil_j_shah@yahoo.com) as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.naveentile.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- (d) The remote e-voting period commences on September 19, 2023 (9.00 a.m. IST) and ends on September 21, 2023 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 14, 2023 (Cutoff date {record date}) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (e) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the AGM.
- (f) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 14, 2023 (Cutoff date {record date}).

INSTRUCTIONS FOR E-VOTING

A. Login method for e-Voting:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdcomeither.com on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IdeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IdeAS e-Services, option to register is available at https://eservicesnsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 3. If you are not registered for IdeAS e-Services, option to register is available at https://eservicesnsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.

4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

- a. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- c. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>. of NSDL.
- d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on the toll free no.: 1800 1020 990 or 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43

B. Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IdeAS, you can log in at <https://eservices.nsdl.com/> with your existing IdeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
For members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 116022, then your User ID is 118021001***

C. Password details for shareholders other than individual shareholders are given below:

- 1) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- 2) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ for the system to prompt you to change your password.
- 3) How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

D. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

1. Click on “Forgot User Details / Password?” (If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
2. Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsdl.com.

3. If you are still unable to get the password by the above two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
4. Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.

E. After entering your password, tick on “Agree with Terms and Conditions” by selecting on the check box.

F. Now, you will have to click on the “Login” button.

G. After you click on the “Login” button, the homepage of e-voting will open.

Cast your vote electronically on NSDL e-voting system

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Murudeshwar Ceramics Limited.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on the “Submit” and “Confirm” buttons when prompted.
5. Upon confirmation, the message, “Vote cast successfully”, will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the “Print” option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting;
2. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and Aadhaar (self-attested scanned copy of Aadhaar Card);
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card); and
4. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained as above i.e. Login method for e-Voting and voting during the meeting for Individual shareholders holding securities in demat mode.

Other Instructions:

- (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of URL: <https://www.evoting.nsdl.com>. And register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- (b) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- (c) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- (d) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and NSDL e-Voting manual or contact to help desk of e-Voting.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND PROFILE OF THE APPOINTEES:

Item No. 4: To approve Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party (ies).

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2023-24, the related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements/ transactions to be undertaken by the Company. All the transactions to be entered into would be in the ordinary course of business of the Company and on an arm's length basis.

The Company proposes to enter into transactions with its related party mentioned in Resolution at Item no. 4 of the Notice, during the financial year 2023-24, as per the terms and conditions as mutually agreed upon between the parties. The Audit Committee of the Company has approved the said related party transactions at its meeting held on May 29, 2023 and has noted that although the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company.

Your Board of Directors considered the same and recommends for passing the resolution contained in Item No. 4 of the accompanying Notice. Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

Sl. No.	Particulars	Details
1	Name of Related Party	RNS Infrastructure Limited
2	Nature of Relationship	Group Company & Common Promoters
3	Nature and Material Terms of Contract	Sale of goods, rendering of services and receiving of services.
4	Whether in Ordinary Course of Business	Yes
5	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract.
6	Whether at Arm's Length basis	Yes
7	Estimated Value of Approval being sought	Rs. 100.00 Crore for FY: 2023-24
8	Tenure of the Proposed transactions	1 year (financial year 2023-2024 upto the date of next Annual General Meeting to be held in the year 2024)
9	Justification as to how these RPTs is in the interest of the Company	Contracts/Arrangement(s) are commercially beneficial for the company
10	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	58%

11	<p>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;</p> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
12	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

The Members may please note that in terms of provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the ordinary resolution at Item No. 4 of the accompanying Notice.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding and directorship.

ITEM No. 5: Approval for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company:

Shri Karan Satish Shetty (DIN: 08168200), the Whole Time Director of the Company, on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, was appointed as the Whole Time Director by the members of the company at 35th Annual General Meeting held on September 28, 2018 with effect from August 10, 2018.

The term of Shri Karan Satish Shetty as the Whole Time Director is valid up to August 09, 2023. The Board of Directors, on the recommendation of Nomination and Remuneration Committee, and keeping in view of his day to day performance, approved his re-appointment at the meeting held on 05.08.2023 and allowed Shri Karan Satish Shetty to continue to discharge his duties as the Whole Time Director with the terms and condition as mentioned in the resolution as set out in the notice of this AGM subject to approval of the members of the Company.

The job profile includes to devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and/ or subsidiaries or any other Executive Body or any Committee of such a company.

The Whole Time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

Directors namely Shri Satish R Shetty, Shri Sunil R Shetty and Shri Naveen R Shetty being relatives may be considered as concerned or interested in the resolution relating to this item of business and none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except as a member of the Company.

Brief profile of Shri Karan Satish Shetty

DIN	0008168200
Date of Birth	May 12, 1993
Age	30 Years
Date of first appointment on the Board	10 th August, 2018
Qualifications	Bachelors in Mechanical Engineering from P.E.S Institute of Technology, Bangalore and Masters in International Management Studies from the University of Texas at Dallas
Expertise in specific functional areas	Management and Administration function
Details of remuneration last drawn	NIL
Directorships in other Public Limited Companies (excluding foreign companies, private companies & Section 8 companies)	NIL
Membership of Committees/ Chairmanship in other Public Limited Companies	NIL
No. of Board meetings attended during the year	6
No. of shares held: (a) Own (b) For other persons on a beneficial basis	9800 Equity Shares

In pursuance to Schedule V, Part II, Section II Part (B), proviso (iv), a Statement containing following information is reproduced: General Information:

(1) Nature of the Industry:

Murudeshwar Ceramics Limited (MCL) is engaged in the business of manufacture and sale of a wide range of Ceramic and Vitrified tiles and having its outlet in various states in India and also Exporting to foreign Countries.

(2) Incorporation Details:

The Company was incorporated on June 29, 1983 (bearing Registration No.: 5401 and CIN: L26914KA1983PLC005401 issued by Registrar of Companies, Karnataka, as a Public Limited Company under the provisions of the Companies Act, 1956, as amended under the name Murudeshwar Ceramics Limited. The Company commenced its business pursuant to a Certificate of the Commencement of Business dated July 19, 1983 issued by the Registrar of Companies, Karnataka. The name of the Company was changed to Murudeshwar Ceramics Limited pursuant to a Fresh Certificate of Incorporation Consequent to Change of Name dated December 2, 1987.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: Not Applicable

(4) Financial Performance: The financial performance (standalone) of the company for the past 3 years is given below:

(Rs. in lakhs)

Particulars	2022-23	2021-22	2020-21
Turnover	17,240.68	12,291.63	8048.95
Profit/(Loss) Before Tax	737.07	372.08	(1594.67)
Profit/(Loss) After Tax	617.76	271.35	(1211.24)
Dividend (%)	5.00	Nil	Nil

(5) Foreign Investment or collaborations, if any: Not Applicable

**By Order of the Board
For Murudeshwar Ceramics Limited**

Sd/-
Ashok Kumar
Company Secretary
M. No. ACS 40962

Place: Bengaluru
Date: August 05, 2023

Board's Report

Dear Members,

The Board of Directors of your company have pleasure in presenting 40th (**Fortieth Annual Report**) on the business and operations of your Company along with the audited financial statements for the financial year ended **March 31, 2023**.

Financial highlight/ results of the Company:

The Board's Report shall be prepared based on the standalone and consolidated financial statements of the company.

(Rs. in Lakhs)

Particulars	Financial year 2022-23		Financial year 2021-22	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operations	17240.68	17240.68	12291.63	12291.63
Other Income	100.11	100.11	141.58	141.58
Total Income	17340.79	17340.79	12433.21	12433.21
Operational Expenditure	14832.88	14832.88	10276.00	10276.00
Increase/(Decrease) in stock (WIP)	(675.27)	(675.27)	(572.14)	(572.14)
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	3183.18	3183.18	2729.35	2729.35
Less: Depreciation/ Amortisation/ Impairment	1109.70	1109.70	1027.52	1027.52
Profit/loss before Finance Costs, Exceptional items and Tax Expense	2073.48	2073.48	1701.83	1701.83
Less: Finance Costs	1336.41	1336.41	1329.75	1329.75
Profit/loss before Exceptional items and Tax Expense	737.07	737.07	372.08	372.08
Add/(less): Exceptional items	-	-	-	-
Profit/loss before Tax Expense	737.07	737.07	372.08	372.08
Less: Tax Expense-				
• Current Tax	120.83	120.83		
• Prior Period Tax	-	-		
• Deferred Tax	76.77	76.77	157.38	157.38
• MAT Credit Entitlement (reversed)	120.83	120.83	-	-
Profit /loss for the year (1)	660.30	660.30	214.70	214.70
Total Comprehensive Income/loss (2)	(42.54)	(42.54)	56.65	56.65
Total (1+2)	617.76	617.76	271.35	271.35
Profit/ loss of associate (RNS Power Ltd.)	-	25.45	-	(48.95)
Total Comprehensive Income/loss	617.76	643.21	271.35	222.40
Earning per equity Share : Basic	1.08	1.13	0.49	0.40
: Diluted	1.03	1.07	0.47	0.39

Operational performance in segments:

Despite of multiple challenges viz., high input costs, supply chain disruptions and economic uncertainty, significant escalations in raw material and energy Costs; your company has performed during the year under review as under:

Consolidated: the sale of products has increased by 41.41% at Rs. 11630.14 lakhs in compared to Rs. 8224.24 lakhs of the previous year and sale of services has marginally increased by 37.78% at Rs. 5585.98 lakhs in compare to Rs. 4054.22 Lakhs of the previous year. Therefore, the company has increased its overall sale by 40.26% at Rs. 17240.68 Lakhs in compare to Rs. 12291.63 lakhs of previous year.

Consequence to the above increase and decrease in sales of the products and services, the Company has earned profit of Rs.643.21 lakhs after taking in to consideration of profit from its associate in compared to profit of Rs. 222.40 lakhs in the previous year.

Standalone: the sale of products has increased by 41.41% at Rs. 11630.14 lakhs in compared to Rs. 8224.24 lakhs of the previous year and sale of services has marginally increased by 37.78% at Rs. 5585.98 lakhs in compare to Rs. 4054.22 Lakhs of the previous year. Therefore, the company has increased its overall sale by 40.26% at Rs. 17240.68 Lakhs in compare to Rs. 12291.63 lakhs of previous year.

Consequence to the above increase and decrease in sales of the products and services, the Company has earned profit of Rs.617.76 lakhs in compared to profit of Rs. 271.35 lakhs in the previous year.

The audited consolidated Balance Sheet as at 31st March, 2023, consolidated statement of Profit and Loss for the year ended as on that date together with the Notes and Reports of Auditors, Cash flow Statements, Management Discussion and Analysis Report forms part of the Annual Report. The financial figures have been regrouped, wherever required, if any, in line with disclosure requirements under Schedule III of the Act. The Company has complied with the applicable provisions of the Companies Act, 2013 (the Act) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015 ('the Listing Regulations') in preparation of Standalone and Consolidated financial statements.

The impact of covid-19 pandemic:

The economic impact of Covid-19 was an incomparable, global public health emergency that has affected almost every industry, and the long-term effects are projected to impact the industry growth for next two to three years. The pandemic presented us with a situation where the Company has to ensure continuity in the supply of tiles to our valued customers while ensuring the safety and well-being of all our employees working in branches and offices at locations across the country.

Capital expenditure:

During the year under review your company has incurred a capital expenditure of Rs. 1010.84 lakhs which comprises of Rs. 138.02 lakhs in in Plant and Machinery, Rs. 4.42 lakhs in Computers, Rs. 31.81 lakhs in Office Equipment, Rs. 3.96 lakhs in Furniture & Fixtures, Rs. 703.61 lakhs in vehicles and Rs. 129.02 lakhs in Right to use.

Liquidity:

The Company maintains sufficient cash to meet the Company's business requirements and also to cover financial and business risks and to support future growth. The principal sources of liquidity of your Company consist of cash and cash equivalents and the cash flow that we generate from our business operations. For the financial year ended March 31, 2023 your company has Rs.173.79 lakhs in account of cash and cash equivalents.

Basic EPS:

The Basic Earnings per Share has increased/ improved from 0.49 of previous year to 1.08 on Standalone basis and from 0.40 of previous year to 1.13 on Consolidated basis for the financial year 2022-23.

Dividend:

Based on the Company's performance, the Board of Directors of your Company recommend a dividend of Rs.0.50 per equity share (5%) of Rs.10 each, subject to the approval of the Members for the financial year 2022-23.

In terms of the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at prescribed rates as per the Income-tax Act, 1961. For more details, please refer to note 25 in the notice portion.

Brief description of the company's working during the year/ the state of company's affair prospects/ material changes and commitments affecting financial position between the end of the financial year and date of the report:

During the year under review, the company has increased the production capacity of Vitrified tiles at Sira plant by 8,000 sq. mtrs. per day and increase the production capacity of Ceramic Wall tile at Karaikal plant by 3,000 sq. mtrs. per day.

The Board, at its meeting held on May, 30, 2022, has allotted 2747389 equity shares by conversion of equal number of warrants, convertible into equity shares and further the Board at its meeting held on December 16, 2022, has allotted 2850000 warrants convertible into equal number of equity shares to promoters' group. The details of which has been given under the head of Share Capital of this report.

There have been no other material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

Marketing strategy:

We are following the Four R's of B2B Sales in Response to our valued customers' demand as under:

- **Respond:** Support customers' immediate needs such as product and pricing Shift to digital communications and remote channels, Arm teams with remote-selling tools.
- **Reflect:** Track pipeline orders and deal risks, Review sales teams and make necessary tweaks, scan competitive landscape to look for opportunities, Cut down on all non-essential costs.

- **Reimagine:** Digitize got to market strategy, digitize lead building and management, update our offering and pricing, Data Analysis for better business development, Track emerging trends.
- **Rebound:** Scale digital sales and inside sales, online meetings with key decision makers and architects, personalise account engagement with joint marketing and sales tactics, Optimising supply chain to reduce costs.

Research and development (R & D):

The Research & Development wing of the Company is always trying to give new look and design of company's products to meet valued customers' demand and to meet international standards and certification requirements and has successfully developed new varieties of tiles with improved body matrix, quality and cost-effective product range.

Disclosures relating to Subsidiaries, Associates and Joint Ventures:

During the year under review, RNS Power Limited is an Associate company of your company in terms of section 2(6) of the companies Act, 2013. A statement containing the salient features of the financial statements of the Company's Associates is annexed in the prescribed format of Form AOC-1 in **Annexure - 1**.

Transfer to reserves:

The Board of Directors of your company, has decided not to transfer any amount to the reserves out of the amount available for appropriation.

Change in the nature of business, if any:

There is no change in the nature of the business of the Company during the year under review.

Risk management:

The Company has written Risk Management Policy in terms of provisions of Section 134(3) (n) of the Companies Act, 2013, and the policy has been placed on the Company's website at www.naveentile.com also. The Risk Management Team of the company ensures that the Company has appropriate and effective risk management systems which carries out risk identification, assessment and ensures that risk mitigation plans are in place. The Audit Committee of the company has additional oversight in the area of financial risks and controls.

Board diversity:

During the year under review, your company have an appropriate mix of executive, non-executive, women and independent directors to maintain the independence of the Board, and separate its functions of governance and management. The Board had nine members, two of whom are executive directors, two of whom are non-executive and non-independent directors and five are independent directors. One of the independent directors of the Board is a woman as of March 31, 2023,

Appointment or reappointment of directors and key managerial personnel:

Shri Naveen Rama Shetty (00058779), Director of the Company, who is liable to retire by rotation based on his appointment terms, offered themselves for re-appointment at the ensuing Annual General Meeting ('AGM'). The Board recommends for his re-appointments in the ensuing Annual General Meeting.

In terms of Section 203 of the said Act, the Key Managerial Personnel of your Company are Shri Satish Rama Shetty – Chairman & Managing Director; Shri Karan Satish Shetty - Whole Time Director; Shri Narayan Manjunath Hegde - Chief Financial Officer; and Shri Ashok Kumar - Company Secretary.

Declaration by Independent Directors:

The Company has received Disclosure of Interest in form MBP-1 as per section 184 of the act and intimation by all the Directors for qualification to continue their directorship in form DIR-8 Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014. All the Independent Directors has submitted their confirmation confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Regulations 25 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

Evaluation of the Board's performance:

The Board has carried out an annual performance evaluation of its own performance, its Committees and the Directors including the Chairman which include criteria for performance evaluation of the non-executive directors and executive director in terms of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In a separate meeting of independent Directors, performance of non-independent Directors and the board as a whole was evaluated. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent Director being evaluated.

Human Resources Development:

The focus of human resources development at your company is to ensure that we enable each and every employee to navigate the next, not just for clients, but also for themselves. The Company is providing appropriate training and guidance to its employees from time to time for reskill them and making them for more valuable for the Company.

Particulars of Employees and Remuneration:

The information required under Section 197(12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended hereto and forms part of this Report as **Annexure-2**. The information required under Rule 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of this Report. The total numbers of employees during the year under review were 295.

Number of meetings of the Board of Directors:

During the year under review, six (6) Board Meetings were held. For further details, please refer to Report on Corporate Governance.

Committees of the Board:

The following substantive Committees constituted by the Board and function according to their respective roles and defined scopes:

- Audit Committee of Directors
- Nomination and Remuneration Committee of Directors
- Stakeholders Grievance Committee of Directors
- CSR Committee of Directors
- Executive Committee of Directors

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance.

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information required to be furnished pursuant to Section 134(3) (m) of the Companies Act, 2013, is appended hereto and forms part of this Report as **Annexure-3**.

Remuneration policy for the directors, key managerial personnel and other employees:

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, the Nomination and Remuneration Committee (NRC) is responsible for formulating the criteria for determining qualification, positive attributes, recommendation for appointment of KMPs and Directors to the Board and also independence of a Director. The NRC is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company. The copy of the policy is available on the company website at www.naveentile.com.

Particulars of contracts or arrangements with related parties referred to section 188 of the Companies Act, 2013 (the Act):

During the year under review, all transactions entered into with related parties were approved by the Audit Committee and all related party transactions, that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is given in **Annexure-4**.

Corporate Social Responsibility (CSR):

Your Company has duly constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors and also has formulated a CSR Policy in terms of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, indicating the activities to be undertaken by the Company. The constitution of CSR Committee is disclosed in Corporate Governance Report. The CSR policy may be accessed on the Company's website at www.naveentile.com. The Statement of CSR for the financial year 2022-23 has been appended hereto and forms part of this Report as **Annexure-5**.

Deposits:

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

No orders were passed by any Courts or Tribunals impacting the going concern status and company's operations in future.

The detail of application made/ proceeding pending under the Insolvency and Bankruptcy Code, 2016.

The Company has not filed any application during the year under review and no proceeding is pending under the Insolvency & Bankruptcy Code, 2016 (IBC) as at March 31, 2023.

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

During the financial year 2022-23 under review no such events occurred.

Loans, securities or investments:

During the year under review the Company has not provided any Loans, guarantees and securities under section 186 of the Companies Act, 2013 except previous guarantee, provided jointly with other guarantors to the extent of Rs. 350.00 crores as per limit approved by the members of the Company, in favour of lenders on behalf of RNS Infrastructure Limited, a Group company of the Company and the details of investments and loans if any, are provided in the schedules to the financial statements.

Credit Ratings:

During the year under review, ratings on the Bank facilities including Long Term and Short-Term Loans of your Company by CRISIL is as under:

Total Bank Loan Facilities Rated	Rs. 117.85 Crore
Long Term Rating	CRISIL BB-/ Stable (Upgraded from CRISIL B+/Stable)
Short Term Rating	CRISIL A4+ (Upgraded from CRISIL A4)

Annual Return and the web address:

In terms of Section 92(3) and section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of The Companies (Management and Administration) Rules, 2014, the Annual Return as on March 31, 2023 is available on the Company's website on <https://www.naveentile.com/investor-relation>.

Statutory Auditors:

M/s. K.G. Rao & CO, (Firm Registration No. 010463S), having office at No. #15, First Floor, 3rd Cross, Sampige Road, Malleshwaram, Bangalore – 560 003, is the present Statutory Auditors of the Company for a period of five years w.e.f. September 28, 2019.

Auditor's Report:

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. No qualification, adverse remarks or disclaimer have been made by the Statutory Auditors with regard to the financial statements for the financial year 2022-23.

Indian Accounting Standards:

Your Company has been adopted "IndAS" since April 01, 2017. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (to the extent notified) and guidelines issued by SEBI. The Ind AS are prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Secretarial Auditor and report:

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Swati R Hegde, Practicing Company Secretary to undertake the secretarial audit of the Company. The Secretarial Audit Report is appended hereto and forms part of this Report as **Annexure-6**.

Secretarial Standards:

The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India from time to time.

Cost records and cost audit:

During the year under review, the Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

Internal Auditors:

Your company appoints M/s. S B Shetty & Co., (Firm Registration No. 003824S), having office at No 1, 2nd Floor, Time Square, Opp: Kadasiddeshwar Arts College, Vidyanagar, Hubballi – 580031, as the Internal Auditor of your company every year and at present M/s. S B Shetty & Co. is the Internal Auditors of your Company.

Political Contribution:

Your Company has not made any political contribution to any political parties during the financial year 2022-23 under review.

Certificate pursuant to clause 10 of schedule v of SEBI (LODR), Reg. 2015:

Your Company has obtained certificate from Practicing Company Secretary in terms of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure/ declaration/ representation received from the directors and taken on record by the Board of Directors, as on March 31, 2023, none of the Directors of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI/ Ministry of Corporate Affairs or any such other statutory authority. The above said Certificate is appended hereto and forms part of this report as **Annexure-7**.

Management Discussion and Analysis Report:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Management Discussion and Analysis Report pertaining to industry structure and developments, opportunities and threats, segment-wise performance, outlook, risks and concerns, internal control systems and adequacy, discussion on financial and operational performance for the financial year 2022-23 forming part of this report, has been given under separate section in this Annual Report.

Corporate Governance:

Report on Corporate Governance has been included in the Annual Report in terms of Regulation 27 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and relevant sections of the Companies Act, 2013. The Compliance Certificate from the auditors regarding compliance of conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 from the period 01.04.2022 to 31.03.2023 is annexed with this report.

Policies:

During the year under review your Company has written policies as require under the Companies Act, 2013 and rules made there under and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. All the Policies may be accessed on the website of the Company at www.naveentile.com.

Vigil Mechanism/ Whistle Blower Policy:

In terms of Section 177(9) of the Companies Act, 2013, the Company has a written Vigil Mechanism/ Whistle Blower Policy which may be accessed at www.naveentile.com. The vigil mechanism was established for all its directors, employees, business associates including customers to approach the Chairman of the Audit Committee to make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

Prevention of Sexual Harassment of Women at Workplace Policy:

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made there-under, your Company has complied with provisions relating to the constitution of Internal Complaints Committee and has taken appropriate action for the safe guard of its employees. The Company has zero tolerance for sexual harassment at workplace.

Details of Adequacy of Internal Financial Control:

The Company has an Internal Financial Controls framework which commensurate with the size, scale, and complexity of the Company's operations in terms of Sec.134 (5)(c) of the Companies Act, 2013. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial control for ensuring proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information Internal Audit is carried out by external auditors and periodically covers all areas of business.

Familiarisation Program:

The company has conducted a program which inter alia includes various presentation given by the practicing professionals, business heads and KMPs of the Company in terms of regulations 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to familiarize the Independent Directors with the company's operations.

Preferential allotment of Equity Shares on conversion of Share Warrants and allotment of Warrants to the promoters' group:

During the year under review the company has allotted 2747389 equity shares by conversion of equal number of warrants at the Board meeting held on 30.05.2022 to Murudeshwar Power Corporation Private Limited. Further, the company has allotted 2850000 warrants convertible into equal number of equity shares at the Board meeting held on 16.12.2022 in terms of approval given by the members of the company by postal ballot on 07.12.2022, as under:

Name of Allottees (Promoters Group)	Share Warrants to be converted in to Equity Shares (FY: 2023-24)	Face Value (In Rs.)	Issue Price (In Rs.)	Upfront Money received*
Murudeshwar Power Corporation Private Limited	2137500 Share Warrants	10.00	47.00	3,01,38,750
RNS Infrastructure Limited	712500 Share Warrants	10.00	47.00	1,00,46,250

*Upfront money received has been utilized for expansion plan within quarter ended 31.03.2023.

Utilisation of Funds raised through Preferential allotment

Pursuant to Regulation 32 of the Listing Regulations, utilisation of fund raised through Preferential allotment is as under:

(Rs. in Crore)

Particulars	Date of Allotment	Amount raised	Purpose of utilisation fund	Date of utilisation
Preferential allotment of equity shares	13-01-2021	8.563	For Expansion Plan	March 31, 2021
Preferential allotment of equity shares	12-02-2022	7.410	For Expansion Plan	March 31, 2022
Preferential allotment of equity shares	30-05-2022	4.945	For Expansion Plan	June 30, 2022
Preferential allotment of Warrants	16-12-2022	4.018	For Expansion Plan	March 31, 2023

Share Capital:

During the year under review the company has allotted 2747389 equity shares by conversion of equal number of warrants at the Board meeting held on 30.05.2022 to Murudeshwar Power Corporation Private Limited

Thus, Authorised share capital remains the same of Rs. 7162.00 Lakhs and the Paid-up Equity Share Capital has been increased from Rs. 5494.78 lakhs to Rs. 5769.53.

Prevention of Insider Trading:

Pursuant to the provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), the Company has purchased a software for recording of Name, PAN and email id etc. of the person to whom Unpublished Price Sensitive Information is shared for genuine purpose.

Further, in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has made a Code of practices and procedures for fair disclosure of unpublished price sensitive information and prevention of insider trading and to govern the fair disclosure of unpublished price sensitive information and to attain equality of access to such information with a view to regulate trading in securities by the Directors and designated employees of the Company. All Directors and the designated employees have confirmed compliance with the Code.

Directors' Responsibility Statement:

In terms of framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, secretarial auditors and external consultants and the reviews performed by Management and

the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal financial controls were adequate and effective during the financial year 2022-23.

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures there from;
- b. They have, in the selection of the accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. They have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. They have prepared the annual accounts on a going concern basis;
- e. They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Appreciation and acknowledgement:

Your directors take this opportunity to extend their deep sense of gratitude to the Banks, Central and State Governments and their departments and the Local Authorities for their continued support and employees at all levels for their hard work, dedication and commitment and as well to our esteemed shareholders. Your directors would also like to record appreciation for the support and cooperation, your Company has been receiving from its suppliers, dealers, business partners and others associated with the Company. We are deeply grateful for the confidence and faith that you have always reposed in us.

**By Order of the Board
For Murudeshwar Ceramics Limited**

**Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526**

**Place: Bengaluru
Date: 05.08.2023**

**By Order of the Board
For Murudeshwar Ceramics Limited**

**Sd/-
Naveen Rama Shetty
Director
DIN: 00058779**

ANNEXURE –1 Disclosures Relating to Subsidiaries, Associates and Joint Ventures:
Form: AOC - 1

(Pursuant to First proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures.

Part A: Subsidiaries: (Information in respect of each subsidiary to be presented with amounts) (Rs.in lakhs)

Sl. No.	Particulars	1
1	Name of Subsidiaries	Nil
2	Reporting period	
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	-
4	Share Capital	
5	Reserve & Surplus	
6	Total Assets	
7	Total Liabilities	
8	Investments	
9	Turnover	
10	Profit before tax	
11	Provision for taxation	
12	Profit after tax	
13	Other Comprehensive Income before tax	
14	Tax on other Comprehensive income	
15	Proposed Dividend	-
16	% of Holding	
Name of Subsidiaries/ Joint venture which have been liquidated or sold during the year		Nil

Part B: Associates Company: Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies: (Rs.in lakhs)

Sl. No.	Name of Associate Company	RNS Power Limited
1	Latest audited Balance Sheet Date	31.03.2023
2	Shares of Associate or Joint Ventures held by the company on the year end	
	(i) No. of equity shares	310142
	(ii) Amount of Investment in Associates	610.15
	(iii) Extent of Holding (in percentage)	26.10%
3	Description of how there is significant influence	Voting Power
4	Reason why the associate/joint venture is not consolidated	N.A.
5	Net worth attributable to shareholding as per latest audited Balance Sheet (2765.36*26.10%)	721.76
6	Profit or Loss for the year	
	(i) Considered in Consolidation	25.45
	(ii) Not Considered in consolidation	N. A

By Order of the Board
For Murudeshwar Ceramics Limited

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-

Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

Sd/-

Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru

Date: 05.08.2023

ANNEXURE – 2 (a) : Particulars of Employees and Remuneration:

Information as per Section 134 and Section 197 read with Rule, 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Board's Report for the year ended 31st March, 2023 in respect of employees of the Company is as follows:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of the Director	Ratio of Director's remuneration to the median remuneration of the employees of the Company for the financial year was 35.79 for all directors
Shri Satish Rama Shetty	26.57
Shri Karan Satish Shetty	13.07

The median remuneration of employees of the Company during the Financial Year was Rs. 2.71 lakhs and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

NOTE: All other Non-Executive Directors are not drawing any remuneration from the Company except sitting fees.

b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of KMP	Percentage increase in remuneration in the financial year
Shri Satish Rama Shetty	0.00%
Shri Karan Satish Shetty	0.00%
Shri N.M. Hegde	0.03%
Shri Ashok Kumar	0.00%

c) The percentage increase in the median remuneration of employees in the financial year: -3.49%

d) The number of permanent employees on the rolls of the company: 295 employees

e) The explanation on the relationship between average increase in remuneration and company performance

Sl. No.	Particulars	Explanation
1.	Decrease in median remuneration of employees has been -3.49%	Decrease in median remuneration of employees is due to decrease in number of employees on low wages as compare to the previous year The remuneration was paid to employees on par with other similar industry.
2.	Company performance of PAT is Rs. 222.40 lakhs (2021-22) to Rs. 643.21 (2022-23) on consolidated basis	

f) Comparison of the remuneration of the Key Managerial Personnel against the Performance of the Company:

Sl. No.	Particulars of remuneration for Key Managerial Personnel	Percentage of Standalone Operating Profit
1.	Shri Satish Rama Shetty	9.77%
2.	Shri Karan Satish Shetty	4.81%
3.	Shri N.M. Hegde	2.61%
4.	Shri Ashok Kumar	1.93%

g) Market and financial performance related information:

Particulars	March 31, 2023	March 31, 2022	% Change
Market Capitalization (Rs. lakhs)	17325.89	13874.33	24.88
P/E Ratio (calculated on consolidated basis EPS 1.13 price 30.03) =30.03/1.13	26.58	63.13	-57.90

(Note: As on 31-03-2023 at (BSE Rs.30.06 and NSE Rs. 30.00), average price is Rs.30.03 & No. of shares 57695260).

h) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year, its comparison with the percentage increase in the managerial remuneration, justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not applicable.

i) **The key parameters for any variable component of remuneration availed by the directors:** No such variable component is paid.

j) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:** There is no employee who received remuneration in excess of highest paid Director.

k) **Affirmation that the remuneration is as per the remuneration policy of the Company:** It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

ANNEXURE – 2 (b) The name of Top Ten Employees in terms of remuneration drawn pursuant to clause 2 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Name of Employees	Designation	Remuneration (Rs.)
1	Shri Satish Rama Shetty	Chairman & Managing Director	72,00,000
2	Shri Karan Satish Shetty	Whole Time Director	35,41,666
3	Shri Narayan Manjunath Hegde	V.P. (Finance) and Chief Financial Officer	19,22,232
4	Shri Nagraj Shetty	General Manager (production)	17,63,532
5	Shri Mahantesh A Mukare	General Manager (Marketing)	16,45,560
6	Shri Ashok Kumar	Company Secretary	14,22,000
7	Shri Prashant Shetty	General Manager	14,18,340
8	Shri Santosh Kumar Shetty	General Manager	13,08,576
9	Shri Y Vikram Hegde	President (Production)	12,52,052
10	Shri Sharat Kumar Shetty	General Manager	11,56,404

By Order of the Board
For Murudeshwar Ceramics Limited

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-

Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

Sd/-

Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

ANNEXURE – 3: Conservation of Energy and Technology Absorption
A. CONSERVATION OF ENERGY

- (a) Successfully achieved increased productivity by reducing the cycle time in the Firing Kiln, which not only reduce the fuel cost of the end product considerably but also conserve the power.
- (b) Successfully implemented use of alternate product like Cashew Nut Shell, Tamarind Husk in replacement to Coal for generation of heat in the spray drier which reduced the cost of fuel in powder preparation and end product.
- (c) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:
 - i. Installed 400 KVA UPS system for each Kiln for immediate supply of power to the Kiln in case of power failure on running condition till the time of power supply resumes which reduce the wastage of fuel and power.
 - ii. Energy efficient LED lighting has been used in the factory and Proposal to test and purchase Variable frequency drive and panel for all our Ball Mills, to reduce peak voltage consumption.
 - iii. New polishing machine has been added for efficient and better output.
- (d) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Reduction in power and fuel cost for better sales realization.
- (e) Total energy consumption and energy consumption per unit of production: Not applicable.

B. TECHNOLOGY ABSORPTION: FORM B: Efforts made in technology absorption as under:
1. Specific areas in which R & D carried out by the company

- a. Indigenous alternative to imported clay identified, tested and used successfully in large scale production
- b. Indigenous glaze raw material tested for better wear resistance and slip resistance

2. Benefits derived as a result of the above R & D

- a. Reduction in wastage, reduction in cost of production and better sales realization on the finished product
- b. Larger number of Sku's to offer clients.

3. Future plan of action

- a. Larger size tiles to be manufactured at Sira Plant with the additional equipments.
- b. Produce Ceramic Floor tiles along with Wall tiles for full utilization of capacity at Karaikal plant, increase the productivity and reduce the overhead cost.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION
1. Efforts in brief made towards technology absorption, adaptation and innovation:

- a) Successful production of PGVT & GVT series in various new designs using new digital printing technology.
- b) Successful adaption of Ball clay processing plant & feldspar processing plant to remove the inbuilt impurities to enhance the brightness of Vitrified tile production.

2. Benefits derived as a result of above efforts: Reduction in the power cost, raw material cost, transport cost & improvement the tile brightness & quality consistency.
3. In case of Imported Technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

- | | | |
|---|---|--------------------------|
| a) Technology Imported | : | Not done during the year |
| b) Year of Import | : | NA |
| c) Has technology been fully absorbed | : | NA |
| d) If not absorbed, areas where this has not taken place, reasons and future plans of action. | : | NA |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans : Nil
- b) Total Foreign Exchange used earned.

Foreign Exchange Earnings	:	Rs. 52,36,575
Foreign Exchange Outgo	:	Rs. 35,27,79,524

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-
Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

ANNEXURE – 4:
FORM NO. AOC-2
Disclosures of particulars of contracts/arrangements entered into by the company with related parties
[Pursuant to clause (h) of sub-section (3) of section 134 of the act and rule 8(2) of the companies (accounts) rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl. No.	Particulars	Details
1	Name(s) of the related party & nature of relationship	Nil
2	Nature of contracts / arrangements / transaction	Nil
3	Duration of the contracts / arrangements / transaction	Nil
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5	Justification for entering into such contracts or arrangements or transactions	Nil
6	Date of approval by the Board	Nil
7	Amount paid as advance, if any	Nil
8	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Particulars	Details
1	Names of the related party	RNS Infrastructure Limited; Murudeshwar Power Corporation Pvt. Ltd.; RNS Power Limited; RNS Motors Private Limited; Naveen Hotels Private Limited; R. N. Shetty Trust; Shri Satish Rama Shetty – Chairman & Managing Director, Shri Sunil Rama Shetty - Director; Shri Naveen Rama Shetty – Director; Shri Karan Satish Shetty - Whole Time Director; Shri Shivabasayya Siddaramayya Hiremath – Independent Director; Shri Annappayya – Independent Director; Shri Sankappa Keremane Shetty – Independent Director; Smt. Sarvani Alva – Independent Director; Shri Sathya Murthy Padaki – Independent Director; Shri N. M. Hegde – V.P. (Finance) & Chief Financial Officer Shri Ashok Kumar – Company Secretary & Compliance Officer
2	Nature of Relationship	Group Company, Common Directors & Promoters
3	Nature of contracts/ arrangements/ transaction	Sales of goods and services, purchase of power, receiving dividend, availing accommodation, remunerations, purchase of vehicles and services thereof etc.
4	Duration of the contracts/ arrangements/ transaction	Not applicable
5	Salient terms of the contracts or arrangements or transaction including the value, if any	Not applicable
6	Justification for entering into such contracts or arrangements or transactions	Financially beneficial for the company.
7	Date of approval by the Board	30.05.2022
8	Amount paid as advance, if any	Nil

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business. For all related party transactions, please refer Note No.27.3 of the Financial Statement.

By Order of the Board
For Murudeshwar Ceramics Limited

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

Sd/-
Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

ANNEXURE – 5: Corporate Social Responsibility initiative for the period of 1st April 2022 to 31st March, 2023.
1. A brief outline of the Company's CSR Policy:

This Policy has been formulated in compliance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014.

The Company's vision is to be a responsible industry leader and demonstrate environmental, transparent and ethical behavioural practices which will contribute to the economic and sustainable development within the company, industry, and society at large. The company's CSR philosophy is to create long-term stakeholder value by implementing a business strategy that considers every dimension of how a business operates in the ethical, social, environmental, cultural, and economic spheres.

Your Company from time to time undertake any project, program and activity on one or more of the following areas: (a) Hospital which serves the poor and economical backward class people in rural area.

2. Composition of the CSR Committee:

Sl. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1	Shri Satish Rama Shetty	Chairman of the Committee, Chairman & MD	1	1
2	Dr. Shivabasayya Siddaramayya Hiremath	Member of the committee, Non-Executive Independent Director	1	1
3	Shri Naveen Rama Shetty	Member of the committee, Non-Executive Non-Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: These details can be accessed on: <https://www.naveentile.com/wp-content/uploads/2020/11/CSRCommitteeMCL.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). N.A

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: N.A

6. Average Net Profits/ (Loss) of the Company for the last three financial years: **Rs. (297.20) lakhs.**

7. Prescribed CSR Expenditure (Two percent of the amount as in item 4 above): **Rs. (5.94) lakhs.**

8. Details of CSR spent for the financial year: the Prescribed CSR Expenditure is in negative; therefore, the company has not spent any amount:

Sl. No.	Particulars	Amount Spent for the year (Rs. In lakhs)	Amount Unspent (Rs. In lakhs)
1	Contribution made to the RNS Hospital (Through RNS Trust) which serves the poor and economical backward class people in rural area.	-	-

9. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NIL

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): N.A

Responsibility Statement: The CSR Committee states that the implementation and monitoring of the CSR Policy, is in compliance with the CSR objectives and Policy of the Company.

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

By Order of the Board
For Murudeshwar Ceramics Limited

Sd/-
Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

ANNEXURE-6:

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Murudeshwar Ceramics Limited

CIN: L26914KA1983PLC005401

604/B, Gokul Road, Industrial Estate,

Hubli, Karnataka- 580030

I have conducted the secretarial audit of the compliance of applicable statutory provisions under the Listed enactments and the adherence to good corporate practices by **MURUDESHWAR CERAMICS LIMITED**, (CIN: L26914KA1983PLC005401), having its Registered Office at '604/B, Gokul Road, Industrial Estate, Hubli, Karnataka- 580030' and a place other than Registered Office at '7th Floor, Naveen Complex, 14, M G Road, Bangalore Karnataka- 560001 India' (hereinafter referred as the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the representations made and also the information, clarifications provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023** ("the Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to me pertaining to the financial year ended on 31st March, 2023, wherever applicable and in accordance with the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations), upto September 10, 2018 and SEBI ICDR Regulations, 2018 w.e.f September 11, 2018 and amendments from time to time;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -- *(Not Applicable during the Audit Period)*
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008); -- *(Not Applicable during the Audit Period)*
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; -- *(Not Applicable during the Audit Period)*
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (SEBI Buyback of Securities Regulations) upto 10th September, 2018 and SEBI Buyback of Securities Regulations, 2018 w.e.f. 11th September, 2018; -- *(Not Applicable during the Audit Period)*

vi. Other laws applicable:

There is no sector specific law which is exclusively applicable to the Company, as understood with the nature and business of the company and also represented by the management of the Company, however the following general laws significant to the Company, were examined for ensuring their compliance mechanism:

- (a) The Factories Act, 1948;
- (b) The Environment (Protection) Act, 1986;

(All of the above to the extent applicable and as may be necessary for the Company during the said Financial Year)

I have also examined compliance with the applicable clauses of the:

- a) The Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Listing Agreements with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR Reg, 2015), wherever applicable.

During the period under review the Company has complied with the necessary provisions of the Act, Rules, Regulations, Standards, etc mentioned above wherever and as applicable to the Company barring the instances of filling of e-forms with MCA along with additional fees as permitted under law.

I further report that, the Compliance by the Company of applicable financial laws such as Direct & Indirect Tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit, since the same have been subject to review by the Statutory Financial Auditors, Tax Auditors and other designated professionals.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the period under review were in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the Meetings duly recorded and signed by the Chairman, the decisions at the Board and Committee Meetings were carried out with requisite majority.

I further report that, based on the information provided and the representations made by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and that the Company has responded to the clarification sought/ notices/ queries received by the Company from statutory/regulatory authorities, wherever required and found necessary.

Further, during the year, the Company had passed resolution through its Board Meeting dated 30.05.2022 to allot 27,47,389 equity shares to Murudeshwar Power Corporation Private Limited, a Promoters' group of Company by conversion of 27,47,389 warrants of 2nd tranche for the F.Y. 2022-23.

Further, during the year, the Company had conducted Extra Ordinary General Meeting through Postal Ballot on 07.12.2022 for Issuance of Share Warrants convertible into equal number of Equity Shares to Murudeshwar Power Corporation Private Limited and RNS Infrastructure Limited, promoters' group of Company, on a preferential basis. Subsequently, the Board at its meeting held on 16.12.2022 passed the necessary resolutions for allotment of 28,50,000 Share warrants convertible into equity shares to the said Promoters' Group.

I further report that, based on the information provided and representation by the Management of the Company, there were no other specific events/actions that occurred/ arose during the said audit period of the F.Y. 2022-23, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

For Swati Hegde & Associates

Company Secretaries

Sd/-

Swati Ramachandra Hegde

Proprietor

Mem. No: F10795 & COP No: 19286

Peer review certificate No: 2875/2023

Unique Identification Code: S2020KR723400

Date: 19th July, 2023
Place: Bengaluru
UDIN: F010795E000643317

This report is to be read with my letter of even date which is attached as 'Annexure -I' and forms an integral part of this report.

ANNEXURE -1'

**To the Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**

To,

The Members,

Murudeshwar Ceramics Limited

CIN: L26914KA1983PLC005401

604/B, Gokul Road, Industrial Estate,

Hubli, Karnataka- 580030

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Swati Hegde & Associates
Company Secretaries

Sd/-

Swati Ramachandra Hegde

Proprietor

Mem. No: F10795 & COP No: 19286

Peer review certificate No: 2875/2023

Unique Identification Code: S2020KR723400

Date: 19th July, 2023

Place: Bengaluru

UDIN: F010795E000643317

ANNEXURE-7:
CERTIFICATE OF NON – DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of
Murudeshwar Ceramics Limited
604/B, Gokul Road, Industrial Estate,
Hubli - 580030. Karnataka India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Murudeshwar Ceramics Limited**, CIN L26914KA1983PLC005401 and having registered office at '604/B, GOKUL ROAD, INDUSTRIALESTATE, HUBLI - 580030. KARNATAKA INDIA' and a place other than Registered Office at '7th Floor, Naveen Complex, 14, M G Road, Bangalore - 560001. Karnataka India' (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations/ representations furnished to me by the Company & its officers and also considering relevant relaxations granted by the MCA / SEBI, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2023** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Designation	Date of appointment in Company
1	Satish Rama Shetty	00037526	Executive Director- Chairman & Managing Director	27/06/2007
2	Sunil Rama Shetty	00037572	Non-Executive Director	29/11/1993
3	Naveen Rama Shetty	00058779	Non-Executive Director	24/11/1995
4	Karan Satish Shetty	08168200	Executive Director -Whole Time Director	10/08/2018
5	Sankappa Keremane Shetty	00894366	Non-Executive Independent Director	14/05/2012
6	Shivabasayya Siddaramayya Hiremath	02272897	Non-Executive Independent Director	30/07/2008
7	Annappayya	03558522	Non-Executive Independent Director	24/06/2011
8	Sarvani Alva	06896403	Non-Executive Independent Director	31/07/2014
9	Sathya Murthy Padaki	08276537	Non-Executive Independent Director	12/11/2018

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Swati Hegde & Associates**
Company Secretaries

Sd/-

Swati Ramachandra Hegde
Proprietor

Mem. No: F10795 & COP No: 19286

Peer review certificate No: 2875/2023

Unique Identification Code: S2020KR723400

Date: 21st July, 2023

Place: Bengaluru

UDIN: F010795E000656121

MANAGEMENT DISCUSSION AND ANALYSIS REPORT FORMING PART OF THE DIRECTORS' REPORT**Industry Structure and Development**

The Global Ceramic Tiles Market size was estimated at USD 227.09 billion in 2022, and is projected to grow at a Compound Annual Growth Rate (CAGR) of 7.54% to reach USD 320.50 billion by 2027. Spending in infrastructure is a key driver of global and regional economies. It is expected that spending on capital projects and infrastructure will grow significantly in the next decade. The US, China, Japan, Germany, Australia, Canada, India, Indonesia, Brazil, and Spain are investing large amounts in the construction industry, with the aim of achieving rapid and sustained economic growth. Asia Pacific such as India, China, Indonesia, and Vietnam etc. contribute a major share in the global market due to rapid infrastructural developments in these countries and rising population and housing sector in the Asian region is also expected to boost demand for ceramic tiles.

The Indian tile industry is certainly being driven by increased spending on infrastructure by the government, speeding urbanization, emerging trends, and the growing need for more infrastructures, further increasing the demand for vitrified tiles. Growth in the construction of Airports, office spaces, shopping malls, lodging spaces, and other utility spaces in India is likely to ascend the demand for the products.

About ceramic market and competition:

India is one of the fastest-growing ceramic tile marketplaces at the global level. The Indian ceramic tiles market size reached 1,126.5 million sq. meters in 2022 and is projected to grow at a CAGR of around 8.2% during the forecast period, i.e., 2023-28. The market is driven by concrete government policies and frameworks that have led to the growth of the real estate sector in the historical period. Besides, a swift upsurge in projects demanding immediate beautification of living and working spaces, renovation and remodeling, construction of new Airport, homes, apartments, commercial establishments, rapid urbanization of Indian States etc. is likely to boost the sales of ceramic tiles in the coming years.

The Indian tile industry is extremely competitive as a result of the presence of major players as well as various organized and unorganized businesses. Major firms are creating new items like digital printing and germ-free tiles in order to stay competitive in the market. Because of the potential for growth, businesses are entering the sector. However, with technological advancement and product innovation, mid-size to smaller companies are increasing their market presence by securing new contracts and by tapping new markets.

Opportunities and Threats:

Rapid industrialization; favorable government policies in emerging countries, such as China, India, and Russia; expanding foreign investments, increasing disposable income, and growing focus on interior decoration have resulted in the growth of the construction industry, which, in turn, drives the demand for ceramic tiles from emerging economies. The increasing population in India is one of the prime factors for the increase in demand for the ceramic tiles market. India is urbanizing rapidly and urbanization boosts the demand for residential and commercial construction markets in the country, which has fueled rapid growth for the Indian ceramic tiles market. The industry enjoys some inherent advantages such as abundant raw material from indigenous sources, advanced infrastructure and low labour costs. Investments are made in housing, smart cities, and other forms of urban management.

Whereas, the ceramic tiles market is extremely competitive in India. The market has a presence of many global and regional players. One of the major challenges is the determination of competitive pricing and the difficulty lies in keeping prices lower than competitors for long enough to gain an advantage without sacrificing profitability. Apart from these challenges, Ceramic industry is facing challenges with regards to raw material availability, environmental issues, social issues, products dumping from China and energy availability and now, Russia vs. Ukraine Conflict will be biggest threat to the market.

Outlook:

The Ceramic Tiles market is expected to register fluctuating growth trends in the long term, while inflation and supply chain concerns are expected to continue in 2023-24. The Global Ceramic Tiles Market size was estimated at USD 227.09 billion in 2022, and is projected to grow at a Compound Annual Growth Rate (CAGR) of 7.54% to reach USD 320.50 billion by 2027. India is one of the fastest-growing ceramic tile marketplaces at the global level. The Indian ceramic tiles market size reached 1,126.5 million sq. meters in 2022 and is projected to grow at a CAGR of around 8.2% during the forecast period, i.e. 2023-28.

The tense global geopolitical situation concerns of global economic slowdown, the Impact of war in Ukraine, lockdowns in China with resurging covid cases, and the risks of stagflation envisaging numerous market scenarios are pressing the need for Ceramic Tiles industry players to be more vigilant and forward-looking. Robust changes brought in by the pandemic covid-19 in the Ceramic Tiles supply chain.

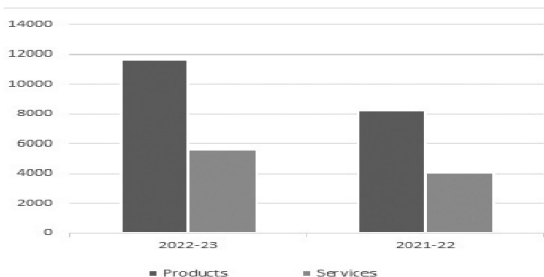
Segment-Wise or Product-Wise Performance:

The financial performance and operational performance have been more fully described in the Director's Report. Shareholders may refer to the same in the Director's report and financial statements for further reference.

(Rs.in lakhs)

Segment	Sale of Products	Sale of Service
2022-2023	11,630.14	5,585.98
2021-2022	8,224.24	4,054.22

- The sale of products has increased by 41.41% at Rs. 11630.14 lakhs in compared to Rs. 8224.24 lakhs of the previous year
- Sale of services has marginally increased by 37.78% at Rs. 5585.98 lakhs in compare to Rs. 4054.22 Lakhs of the previous year.



Significant change in production plan:

To produce high value GVT, PGVT Vitrified tiles in bigger sizes at Sira plant and Wall tiles at Karaikal. The figures of different sizes of Vitrified Tiles & Wall tile production for the year and corresponding period of previous year are given below:

Size	2022-23		2021-22	
	Sq. Mtr.	% to total	Sq. Mtr.	% to total
30 x 30 cm	93	-	308	0.01
60 x 60 cm	12,99,803	38.75	8,51,924	35.84
60 x 120 cm	8,63,564	25.75	5,44,332	22.90
Wall Tiles	11,90,586	35.50	9,80,306	41.25
T O T A L	33,54,046	100.00	23,76,870	100.00

Risks and concerns:

The domestic ceramic tiles industry was grappling over past 4-5 years on account of issues like real estate sector slowdown, demonetization, adoption of RERA, GST implementation, NBFC funding crisis and covid-19. The Cost of power and fuel are the largest cost components for ceramic production. Natural gas is the key source of fuel for the tiles industry and the price of Natural Gas is increasing day by day. The domestic gas price in Karaikal unit of your company is increased by 195% from April-2022. The natural gas price in Sira unit of your company is also increasing month by month.

The organised manufacturing sector which benefitted from the lower base as well as softer raw material costs during 2021-22 faced the brunt of rising raw material costs in 2022-23. Rising costs and unexpected deviations in raw material price levels destabilize the supply chains and render it difficult for manufacturers to sustain in the competitive ceramic tiles market. Further, slowdown in demand and elevated level of gas costs were major cause of concern for Indian ceramic tiles industry, which got reflected in weak performance of tile players in Q2/Q3FY23.

Discussion on financial performance with respect to operational performance:

The financial performance and operational performance have been more fully described in the Director's Report. Shareholders may refer to the same in the Director's report for further reference.

Particulars	Financial year 2022-23		Financial year 2021-22	
	Standalone	Consolidated	Standalone	Consolidated
Total Income	17340.79	17340.79	12433.21	12433.21
Total Expenditure	16603.72	16603.72	12061.13	12061.13
Profit /(loss) before Tax Expense	737.07	737.07	372.08	372.08
Profit /(loss) after Tax Expense	660.30	660.30	214.70	214.70
Other comprehensive income	-	(42.54)	56.65	56.65
Comprehensive Income	617.76	617.76	271.35	271.35
Profit or (loss) of an Associate	-	25.45	-	(48.95)
Total Comprehensive income	617.76	643.21	271.35	222.40
Earing Per share: Basis	1.08	1.13	0.49	0.40
: Diluted	1.03	1.07	0.47	0.39

Internal control systems and adequacy:

The Company's Internal Control System, is line with its size, scale and complexity of operations and with the requirement of Companies Act 2013, which is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The Company has also appointed a practicing chartered accountant to conduct the internal audit and to submit a report to the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the company, its compliance with operating systems, accounting procedures and policies at all locations of the company

Material development in human resources/ industrial relations:

Over the last year Human Resource Department has taken various initiatives for employee benefit and retention. Management also continues to give due importance for Manpower training and motivation from time to time. The Company continued to engage services of senior level personnel even at branches level to ensure better control and coordination. The understanding between the Management and workers continues to be cordial. As at the end of the year the Company had 295 employees on the rolls.

Details of significant changes in key financial ratios:

During the year under review, the followings are significant changes (i.e., changes of 25% or more as compared to the immediate previous financial year) in key financial ratios have been occurred. Please Financial Statements may be referred for more details.

Ratio	FY 2022-23	FY 2021-22	Variance (%)	Remarks
Debt Equity Ratio	0.15	0.05	228.61	Additional Borrowings in the current year to the extent of Rs. 4,351.61 lacs to part finance the ongoing Expansion project have made significant impact on Debt Equity Ratio
Debt Service Coverage Ratio	1.17	2.13	(44.99)	Covid Loans & GECL Loans availed during the period of pandemic have been repaid
Return on Equity	0.02	0.01	(121.00)	There is an increase in profitability for the current year.
Inventory Turnover Ratio	1.50	1.13	32.03	There is increase in sales turnover in the current year compare to previous year.
Trade receivables turnover ratio	9.94	4.57	95.51	The receivable is reduced even though there is increase in sales turnover in the current year.
Net capital turnover ratio	4.50	2.17	107.77	Substantial increase in Working Capital Gap.
Net Profit Ratio	0.04	0.02	(62.31)	Substantial increase in profitability.

Details of any change in return on net worth as compared to the immediately previous financial year along with a detailed explanation thereof:

There are no major changes in return on Net Worth as compared to the immediately previous financial year except carry forward profit or losses. However, return on net worth was impacted due to higher profitability. Please Financial Statements may be referred for more details.

Disclosure of accounting treatment:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 (to the extent notified) and guidelines issued by SEBI. Your Company has been adopted "IndAS" since April 01, 2017. There are no changes in accounting treatments for the financial year ended March 31, 2023.

Cautionary statement:

Opportunities, threats, outlook, forecasts etc. in any form and manner, made in this section or any other sections of this Annual Report are purely based on certain assumptions and expectation of future event, actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand supply conditions, finished goods prices, changes in Government Regulations and Tax regime, etc. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events.

By Order of the Board
For Murudeshwar Ceramics Limited
Sd/-

Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

By Order of the Board
For Murudeshwar Ceramics Limited
Sd/-

Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

CORPORATE GOVERNANCE REPORT

“Good Corporate Governance is about maximizing shareholders value on a sustainable basis while ensuring fairness to all stakeholders; customers; investors; employees; government and society”

1. Philosophy and Corporate Governance:

The Company is committed to act as a good corporate citizen in respect of sound corporate practices based on professionalism, conscience, openness, fairness, and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success. The corporate governance standards have been framed by the Board of Directors of the Company which provide a structure within which directors and the Management can effectively pursue the Company’s objectives for the benefit of its stakeholders. The Board has defined a set of corporate governance best practices and guidelines to help to fulfill our corporate responsibility towards our stakeholders.

The Corporate Governance is a system of structures and processes to direct and control companies. The company’s philosophy on corporate governance oversees the people, process, performance, purpose and the business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

The Company is in compliance with the requirements in terms of Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as applicable, with regard to Corporate Governance.

2. Board of Directors:

As on the date of this report the composition of the Board of Directors is as follows:

2.1 Executive Director

- | | | | |
|----|--------------------------|---|------------------------------|
| 1) | Shri Satish Rama Shetty | : | Chairman & Managing Director |
| 2) | Shri Karan Satish Shetty | : | Whole Time Director |

2.2 Non-Executive Directors

- | | | | |
|----|--|---|------------------------|
| 3) | Dr. Shivabasayya Siddaramayya Hiremath | : | Independent Director. |
| 4) | Shri Annappayya | : | Independent Director |
| 5) | Shri Sankappa Keremane Shetty | : | Independent Director |
| 6) | Smt. Sarvani Alva | : | Independent Director |
| 7) | Shri Sunil Rama Shetty | : | Non-Executive Director |
| 8) | Shri Naveen Rama Shetty | : | Non-Executive Director |
| 9) | Shri Sathya Murthy Padaki | : | Independent Director |

The Board has seven Non-Executive directors out of which five are independent directors. The said composition is in conformity with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and with the Companies Act, 2013 and rule framed thereunder, the Managing Director and the Whole Time Director have been appointed for a term of five years effective from their respective date of appointment. All the directors are resident Indian. Smt. Sarvani Alva is the woman Independent Director.

None of the above said Non-Executive Directors has any pecuniary relationship or transaction with the Company except eligible Sitting Fees and reimbursement of expenses incurred for attending the Board Meetings. Promoters Shri Sunil Rama Shetty and Shri Naveen Rama Shetty continue to not receive any kind of remuneration for attending any Board and/or Committee meetings as they have waived their entitlement for such remuneration.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations, Section 149(6) of the Companies Act, 2013 and rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent from the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

a. Brief Particulars of Directors appointed/ re-appointed and cessation:

Pursuant to the provisions of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, brief particulars of Directors appointed / reappointed are furnished hereunder:

- (i) **Shri Naveen Rama Shetty (DIN- 00058779):** Pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 ("Act"), and rules made thereunder and as per provisions contained in the Articles of Association of the Company, resolution for reappointment of Shri Naveen Rama Shetty (DIN 00058779), as a director without affecting his current position, who is liable to retire by rotation has been placed for shareholders' approval. Shri Naveen Rama Shetty is the promoters' Director since inception.
- (ii) **Shri Karan Satish Shetty (DIN- 08168200):** Pursuant to the provisions of Section 196, 197, 198 and 203 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with schedule V and other applicable provisions (including any modification or re-enactment thereof) and other approval as may require, if any, The Board of Directors, on the recommendation of Nomination and Remuneration Committee, and keeping in view of his day to day performance, approved his re-appointment at the meeting held on 05.08.2023 and allowed Shri Karan Satish Shetty to continue to discharge his duties as the Whole Time Director with the terms and condition as mentioned in the resolution as set out in the notice of this AGM subject to approval of the members of the Company.

b. Board qualifications, skills, expertise, experience and competencies:

The Board consist of proper balance of Leadership, Finance, Sales and marketing, Technology, Diversity, Mergers and acquisitions and Global Business. The Board of Murudeshwar Ceramics Limited comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board in decision making and its committees. The Board members are committed to ensure that the Board of Murudeshwar Ceramics Limited is in compliance with the standards of corporate governance.

c. Meetings, Attendance and Membership of Committees:

During the year under review Six (6) Board Meetings were held on May 30, 2022, August 12, 2022, September 22, 2022, October 31, 2022, December 16, 2022 and February 09, 2023 and the gap between any two consecutive Board Meetings has not exceeded 120 days.

The following are the particulars of attendance of directors at the Board/ General Meetings of the Company and memberships of Committees and number of other directorships, of each director during the year 2022-23.

Sl. No.	Name of Director	BOARD MEETINGS		Whether attended last AGM	COMMITTEES		Other director -ships held
		Held	Attended		Memberships	Chairman	
1	Shri Satish Rama Shetty	6	5	No	3	-	14
2	Dr. Shivabasayya Siddaramayya Hiremath	6	6	Yes	-	1	2
3	Shri Annappayya	6	6	Yes	1	1	-
4	Shri Sankappa Keremane Shetty	6	6	Yes	2	1	2
5	Smt. Sarvani Alva	6	5	No	-	-	-
6	Shri Sunil Rama Shetty	6	4	No	1	-	13
7	Shri Naveen Rama Shetty	6	5	No	-	-	13
8	Shri Karan Satish Shetty	6	6	Yes	-	-	-
9	Shri Sathya Murthy Padaki	6	5	No	-	-	-

Note: Membership in Committees (Audit Committee, SGC & NRC) and Chairman includes all other public companies. Other directorship includes all companies including private limited. However, no directors of Murudeshwar Ceramics Limited are holding directorship in any other listed company except on the Board of Murudeshwar Ceramics Limited.

d. Web link where details of Familiarisation Programmes imparted to Independent Directors is disclosed:

Pursuant to regulations 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with a view to familiarize the Independent Directors with the company's operations, the company has conducted a programme detail of which are available on the website of the Company at www.naveentile.com.

e. Detailed reasons for the resignation of an Independent Director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided.

During the year under review no Independent Director has tendered their resignation.

f. Confirmations that in the opinion of the board, independent directors fulfill the conditions specified in these regulations and are independent from the management.

All the Independent Directors fulfill the conditions specified in the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the criteria set under the Companies Act, 2013 and rules made thereunder. As per declarations submitted by the Independent Directors as prescribed by laws and as per the parameters of the skills and knowledges, in the opinion of the Board of the Company,

g. Disclosure of relationships between directors inter-se:

No directors are related to each other except Shri Satish Rama Shetty, Shri Sunil Rama Shetty and Shri Naveen Rama Shetty are brothers and Shri Karan Satish Shetty is a son of Shri Satish Rama Shetty.

3. Code of Conduct:

The Board of Directors has laid down Code of Conduct for all the Board Members and senior management personnel of the Company. In the above context, Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the year ended 31.03.2023 and necessary declaration from Managing Director is annexed forming part of this report.

4. Audit Committee:

Audit Committee is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and rules framed thereunder with three Directors with two-thirds of the members of the Committee are Independent Directors including the Chairman who is also a Non-Executive Independent Director.

Composition	Roles, responsibilities and the extract of terms of reference of the Committee
1. Shri Sankappa Keremane Shetty – Chairman, 2. Shri Satish Rama Shetty – Member, and 3. Shri Annappayya. > Shri Sankappa K Shetty - The Chairman, and Shri Annappayya - member are Non-Executive Independent Directors. > Shri Satish Rama Shetty, member is the Chairman & Managing Director of the Company. > The Company Secretary acts as the Secretary to the Audit Committee.	<ul style="list-style-type: none"> Oversight of financial reporting process. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval. Evaluation of internal financial controls and risk management systems. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company. Approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the same. To consider matters with respect to the Company's Code of Conduct. To Carrying out other function as is mentioned in the terms of reference of the audit committee.

During the year under review four (4) Audit Committee Meetings were held May 30, 2022, August 12, 2022, October 31, 2022, and February 09, 2023 and gap between any two consecutive Meetings has not exceeded 120 days. The meeting of the Committee were also attended by the Chief Financial Officer and Statutory Auditors as special invitees.

5. Nomination and Remuneration Committee:

Nomination and Remuneration Committee is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 and rules made thereunder. The Nomination and Remuneration Committee of the Company is constituted comprising of all the Members of the Committee as Independent including the Chairman who is a Non-Executive Independent Director.

Composition	Roles, responsibilities and the extract of terms of reference of the Committee
1. Shri. Annappayya – Chairman, 2. Dr Shivabasayya Siddaramayya Hiremath – Member, and 3. Shri Sankappa Keremane Shetty – Member, and > The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee. > All the members including the Chairman of the Committee are non-executive and Independent Directors.	<ul style="list-style-type: none"> Recommend to the Board the setup and composition of the Board and its Committees. Recommend to the Board the appointment / re-appointment of Directors and Key Managerial Personnel. Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual Directors. Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees. Oversee familiarization programs for Directors.

During the year under review the Remuneration Committee has met two (2) times on 30.05.2022 and 12.08.2022 and all three Directors Shri Annappayya, Dr. Shivabasayya Siddaramayya Hiremath and Shri Sankappa Keremane Shetty attended the meeting. The meeting of the Committee were also attended by the Chief Financial Officer and the Chairman and Managing Director as special invitees.

► **Remuneration Policy:** The Committee reviews the remuneration package for Executive Directors periodically with reference to trends prevailing elsewhere for similar industry for similar positions. The Board of Directors decides on a suitable remuneration package to the Executive Directors based on recommendations of the Remuneration Committee and submits the same for approval of members.

Details of Remuneration paid / accrued to Executive Director for the year ended 31.03.2023:

Name of Executive Director	Salary	Perquisites	TOTAL
Shri Satish R Shetty, Chairman & Managing Director	60,00,000	12,00,000	72,00,000
Shri Karan Satish Shetty	34,41,670	99,996	35,41,666
Total	94,41,670	12,99,996	1,07,41,666

NOTE:

- None of the above said remuneration /benefits are performance linked.
- The Executive Directors shall discharge their duties under the supervision, control and directions of the Board of Directors from time to time. There is no service contract or agreement.
- The Term of office of the above said Directors are five years for both the Managing Director and for the Whole Time Director effective from their respective dates of appointment or re-appointment.
- Independent Directors are entitled to sitting fee of Rs.25,000/- per Board meeting and Rs.5,000/- per committee meeting attended and reimbursement of travel and other incidental expenses.

However, the said Executive Directors continue to not receive any kind of sitting fees for attending any Board and/ or Committees' meetings as they have waived their entitlement for such remuneration.

► **Pecuniary Relationship/ transaction of Non-Executive Directors:** Non-Executive Independent Directors of the Company have no pecuniary relationship or transaction with either the Company or with any Promoters of the Company. The Non-Executive Directors are entitled to sitting fees of Rs.25,000/- for every Board meeting and Rs.5,000/- for committee meetings attended and reimbursement of travel and stay expenses for each meeting attended. However, Shri Sunil R Shetty and Shri Naveen R Shetty Directors (Relative of Shri Satish R Shetty) continue to not receive any kind of remuneration for attending any Board and/or Committee meetings as they have waived their entitlement for such remuneration

► **Remuneration Package of Non-Executive Directors:** the remuneration packages of Non-Executive Directors have been furnished in paragraph 5.3(b) as above. No Non-Executive Directors are getting any remuneration except Independent Directors who are getting only sitting fees for attending Board Meetings and Committee's meetings.

► **Shareholding of Directors as on March 31, 2023.**

Name of Director	Nature of office of Director	Shares held	Percentage to Eq. Capital
Shri Satish Rama Shetty	Executive	11,10,903	1.92
Shri Sunil Rama Shetty	Non-Executive	11,11,102	1.93
Shri Naveen Rama Shetty	Non-Executive	11,10,502	1.92
Shri Annappayya	Non-Executive (ID)	Nil	0.00
Shri Sankappa Keremane Shetty	Non-Executive (ID)	Nil	0.00
Dr. Shivabasayya Siddaramayya Hiremath	Non-Executive (ID)	2,300	0.00
Smt.Sarvani Alva	Non-Executive (ID)	Nil	0.00
Shri Karan Satish Shetty	Executive	9,800	0.02
Shri Sathya Murthy Padaki	Non-Executive (ID)	Nil	0.00

None of the above directors holds any convertible instruments of the Company.

6. Stakeholders Grievance Committee:

The Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The Stakeholders Relationship Committee of the Company is constituted with two-thirds comprising of the Members of the Committee as Independent with the Chairman being Non-Executive Independent Director

During the year under review the committee was met on 30.05.2022.

Composition	Roles, responsibilities and the extract of terms of reference of the Committee
1. Shri Annappayya – the Chairman; 2. Shri Sankappa Keremane Shetty - Member, and 3. Shri Satish Rama Shetty – Member The Company Secretary acts as the Secretary to the Stakeholder Grievance Committee.	<ul style="list-style-type: none"> Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. Review of measures taken for effective exercise of voting rights by shareholders. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.

All three Directors Shri Annappayya, Shri Satish Rama Shetty and Shri Sankappa Keremane Shetty attended the meeting. The meeting of the Committee were also attended by the Chief Financial Officer as special invitee.

7. Corporate Social Responsibility (“CSR”) Committee:

The Corporate Social Responsibility (CSR) Committee of Murudeshwar Ceramics Limited (“the Company”) has been constituted in line with the provisions of Section 135 of Companies Act, 2013 and Schedule VII of the Companies Act, 2013 and the CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014. During the year under review the committee has conducted a meeting on February 09, 2023.

Composition	Roles, responsibilities and the extract of terms of reference of the Committee
1. Shri Satish Rama Shetty – Chairman; 2. Dr. Shivabasayya Siddaramayya Hiremath – Member; and 3. Shri Naveen Rama Shetty - Member The Company Secretary acts as the Secretary to the CSR Committee.	<ul style="list-style-type: none"> Formulate and recommend to the Board, a Corporate Social Responsibility Policy in compliance with Section 135 of the Companies Act, 2013. Identify the activities to be undertaken as per Schedule VII of the Companies Act, 2013. Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company. Recommend the amount of CSR expenditure to be incurred on the earmarked CSR activities. Monitor the implementation of the CSR Policy from time to time. Such other functions as the Board may deem fit etc.

All three Directors namely Shri Satish Rama Shetty, Shri Naveen Rama Shetty and Dr. Shivabasayya Siddaramayya Hiremath Member attended the meeting. The meeting of the Committee were also attended by the Chief Financial Officer as special invitee.

8. Other Committees:

In order to closely monitor the day to day administration and speed up the administrative procedures, the Sub- Committee of the Board called the “Executive Committee” is functioning under the overall control and supervision of the Board of Directors.

Following Directors are members of the said Executive Committee:

1) Shri Satish Rama Shetty; 2) Shri Sunil Rama Shetty; 3) Shri Naveen Rama Shetty; 4) Shri Annappayya, 5) Shri Karan Satish Shetty and 6) Shri Sankappa Keremane Shetty.

The said Committee has been discharging all the functions and responsibilities vested in it by the Board of Directors from time to time. Decisions taken by the Committee will be referred to the Board for review and suggestions, if any.

9. Meeting Independent Directors:

The Independent Directors of the Company have been holding one meeting in a year, without the attendance of non-Independent Directors and members of management. Independent Directors on the Board to abide by the provision specified in Schedule IV of the Companies Act, which defines Code for Independent Directors. Accordingly, a meeting of Independent Directors was held by the Independent Directors on February 09, 2023. All the Five Independent Directors attended the meeting.

10. Disclosures:

a. Materially significant related party transactions: All Related party transactions have been furnished in the Note 28.3 forming part of the statement of accounts. None of the transactions stated therein may be considered to have potential conflict with the interests of the Company and all transactions are in the usual course of business of the Company. The related party transactions, in the ordinary course of business and on arm's length basis are subject to periodical review by the audit committee. Policy for determining 'material' subsidiaries and policy on dealing with related party transactions have already placed on the website of the company at www.naveentile.com.

b. Disclosures of transactions of the listed entity: with any person or entity belonging to the promoter/promoter Group which hold(s) 10% or more shareholding in the listed entity, has been shown in Note 27.3 forming part of the statement of accounts as under for the financial year 2022-23: (Rs. In Lakhs)

Name of Party	Sales	Purchase	Dividend Receipts	Service Receipts	Closing Balance
RNS Infrastructure Limited	50.33	204.82	-	6449.96	(24.06)
Murudeshwar Power Corporation Private Limited	-	-	63.30	-	-

c. Board Disclosures and Risk Management: The Company has regular procedure of reporting to the Board on quarterly basis about all significant transactions, developments, policies etc., concerning the industry in general and the Company in particular. The Board reviews the same and also uses the same as tool of risk assessment, planning and control.

d. Disclosures under the SEBI Regulations 2015: The Company has been regular in making timely disclosures as prescribed under the SEBI Regulations 2015. The Company has not been subjected to any penalties or strictures either by SEBI or by Stock Exchanges in the last three years.

e. Disclosures in relation to the Sexual Harassment of Women at workplace: Your Company is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is also committed to promoting a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity. The Company will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that its employees are not subjected to any form of harassment. Your Company has a set of Policy in this respect. The following Statement shows the details of complaint received during the FY. 2022-23.

Particulars	Redressal
Number of complaints filed during the financial year	NIL
Number of complaints disposed during the financial year	NIL
Number of complaints pending as on end of the financial year	NIL

f. Total fees for all services paid by the listed entity to the Statutory Auditor: During the year under review the company has paid the following amounts to the Statutory Auditors of the Company:

Particulars	Amount (Rs.in lakhs)
Statutory Audit Fees	3.00
For Taxation Matter	0.50
For management services	0.50
Reimbursement of expenses	2.00

g. Acceptance of recommendation of committees: The Board of Directors of the Company has always accepted the recommendations from the all committees of the Board which are mandatorily required during the financial year 2022-23.

h. Details of compliance with mandatory requirements and adoption of the non- mandatory requirements: Your companies always try to comply with all laws, rules, regulations, notifications, circulars, recommendation and advisory issued by the various statutory departments from time to time. During the year under review your company has complied with all the applicable laws from time to time.

11. General Body Meetings:

The three Annual General Meetings of the Company were held at Shri R N Shetty Kalyana Mantap, Opp. Glass House, Hubballi on the following dates:

a. Annual General Meeting:

Year ended	Date of Meeting	Time	Special Resolutions passed
2021-22	22.09.2022	3:00 P.M.	<ol style="list-style-type: none"> To approve existing as well as new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013; Approval under Section 180(1) of the companies Act, 2013 and rules made thereunder; Approval to make Investments, to give Loans, to give guarantees and Provide Securities under Section 186 of the companies Act, 2013 and rules made thereunder; and Approval under section 185 of the companies Act, 2013 and rules made thereunder.
2020-21	25.09.2021	3:00 P.M.	<ol style="list-style-type: none"> Reclassification of Authorised Share Capital of the company; To alter in the Capital Clause of Memorandum of Association of the Company; To adopt Memorandum of Association as per the provisions of the Companies Act, 2013; and To adopt a new set of Article of Association for the company pursuant to table F of the Schedule – 1 of the Companies Act, 2013
2019-20	26.09.2020	3:00 P.M.	<ol style="list-style-type: none"> To re-appoint Shri Satish Rama Shetty (DIN 00037526), as the Managing Director for the further period of five years w.e.f. 26.06.2020 and also designate him as the Vice - Chairman of the Company; and Continuation of directorship of Shri Annappayya (DIN: 03558522) as an Independent Director.

b. Extra Ordinary General Body Meetings: None

c. Details of Special Resolution Passed last year through Postal Ballot: During the year under review the company has passed the following resolution through postal ballot on 07.12.2022:

Issuance of Shares Warrants convertible into equal number of Equity Shares to Murudeshwar Power Corporation Private Limited and RNS Infrastructure Limited, a promoter's group of the Company, on a preferential basis. (For more details please referred to Board's Report)

12. Means of communication:

- The quarterly, half-yearly and annual Financial Results prescribed under Regulation 33 of SEBI (LODR) Regulations 2015 were published in Financial Express in English Version and Udayavani in Vernacular text and also made available on the website of the company at www.naveentile.com and the website of exchanges at www.bseindia.com and at <https://www.nseindia.com> respectively.
- The Presentations made to Institutional Investors were mainly on case-to-case basis and purely related to matters concerning the Company and corresponding Lenders. No analysts were involved during the year.
- The Company's website www.naveentile.com contained a separate dedicated section "Investor Relations" where all shareholders' information are available. The Company's Annual Report and all other necessary documents prescribed under SEBI (LODR) Regulations, 2015 is also uploaded on the website in a user friendly and downloadable form.
- All periodical compliances filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically through NSE - NEAPS and BSE - Listing Centre maintained by National Stock Exchange of India Limited and Bombay Stock Exchange Limited respectively.
- The investor complaints are processed in a centralized web based complaints redress system of SEBI Complaints Redress System (SCORES). The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- The Management Discussion and Analysis report is separately annexed forming part of the Directors' Report.

13. General information to shareholders:

- Outstanding GDR / ADR / Warrants / any other Convertible Instruments:** 2850000 warrants outstanding for conversion in equal number of equity shares.
- Commodity Price risk of foreign exchange risk and hedging risk:** The Company has a Risk Management policy which the company follows in case of such situation.
- Plant Location:** Please refer first page of the Annual Report.

d. Annual General Meeting

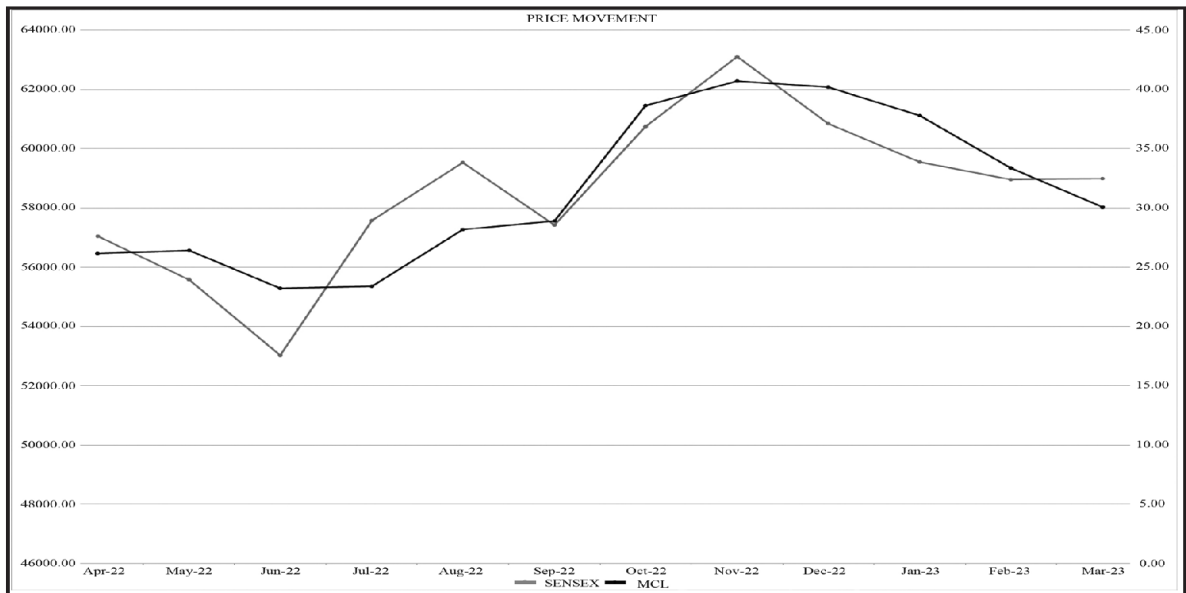
- 1. Date and time : Friday, 22nd day of September, 2023 at 3:00 p.m. IST
- 2. Venue : Hotel Naveen, Unkal Lake, Hubli - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025.

e. Financial Year : 1st day of April to 31st day of March of succeeding year.

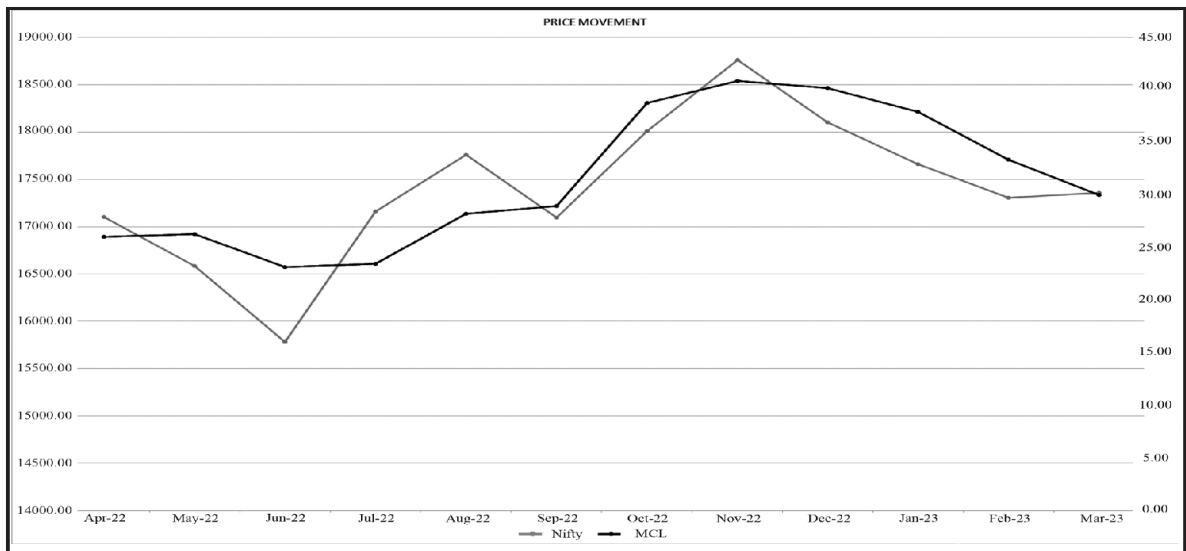
f. Books Closure : From Friday, September 15, 2023 to Friday, September 22, 2023 (both days inclusive).

g. Stock Exch. on which listed and Stock Code : 1) Bombay Stock Exchange Ltd., (Stock Code 515037)
: 2) National Stock Exchange of India Ltd., (Symbol MURUCERA)

h. Murudeshwar Ceramics Limited Vs. BSE Sensex in the financial Year 2022-23:



i. Murudeshwar Ceramics Limited Vs. NIFTY 50 in the financial Year 2022-23:

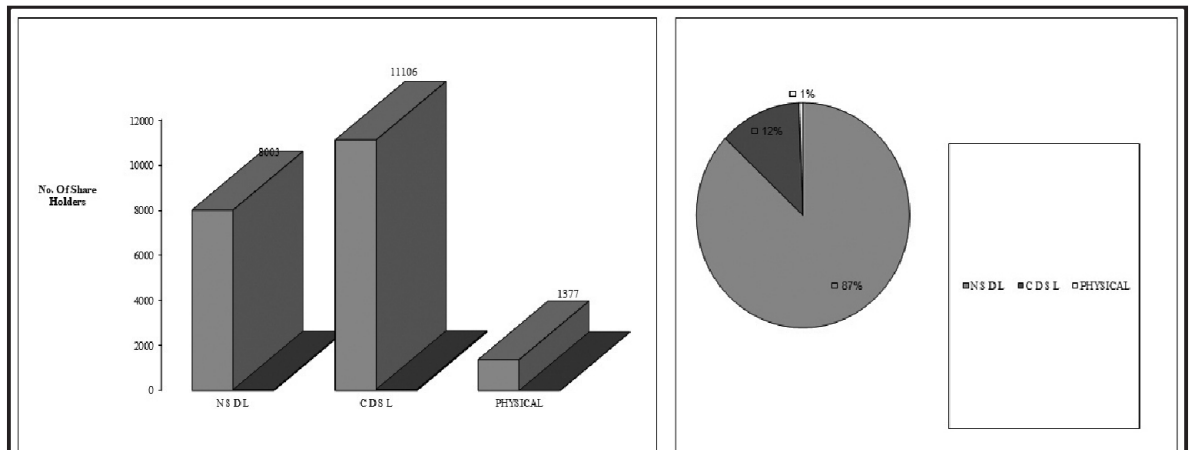


j. Market Price Data:

Month		BSE		NSE	
		Highest (Rs.)	Lowest (Rs.)	Highest (Rs.)	Lowest (Rs.)
April	2022	27.20	25.70	27.30	25.55
May	2022	27.15	24.20	27.00	24.60
June	2022	23.85	23.10	23.70	23.10
July	2022	23.80	23.05	23.80	23.15
August	2022	29.45	28.15	29.60	28.05
September	2022	29.45	28.60	29.45	28.60
October	2022	44.25	38.25	42.95	38.10
November	2022	41.60	40.45	41.90	40.35
December	2022	41.75	39.15	41.70	40.05
January	2023	38.35	36.80	38.40	37.10
February	2023	34.25	33.25	34.45	33.25
March	2023	31.10	29.64	31.40	28.60

k. Share Transfer System and Dematerialization:

Shareholders details			Shares details		
Category	No. of Holders	%	Category	No. of Shares	%
N S D L	8003	39.07	N S D L	50195191	87.00
C D S L	11106	54.21	C D S L	7172048	12.43
Demat	19109	93.28	Demat	57367239	99.43
Physical	1377	6.72	Physical	328021	0.57
Total	20486	100.00	Total	57695260	100.00



At the end of March 31, 2023, the Company had 20486 shareholders holding 57695260 equity shares of the Company. Out of the which 19109 members (93.28%) hold 57367239 (99.43%) shares in dematerialized form. The Balance of 1377 members (6.72%) hold 328021 equity shares (0.57%) in physical form.

From the records it is clear that 1377 (6.72%) of the total number of members holding in all 328021 (0.57%) in physical form have still not taken action to dematerialize their shares, in spite of various reminders and appeal made by the Company in the interest of such members. Since, the trading of shares of this Company is allowed by Stock Exchanges only in dematerialized form, members holding shares in physical form will lose the advantage of easy liquidity for their shares unless their shareholding is dematerialized. Such members are requested to dematerialize their shares in their own interest. Members may please contact their Depository Participants or may contact the Company Secretary for guidance.

l. Distribution of Shareholding as on 31.03.2023:

Nominal	Value of Shares	No. of Holders	%	Number of Share	
				In paid up capital	% to Paid-up Capital
Upto	5,000	16360	79.86	2338245	4.05
5,001 -	10,000	2020	9.86	1709583	2.96
10,001 -	20,000	1016	4.96	1577957	2.73
20,001 -	30,000	408	1.99	1053668	1.83
30,001 -	40,000	146	0.71	527344	0.91
40,001 -	50,000	148	0.72	708682	1.23
50,001 -	1,00,000	206	1.01	1580569	2.74
1,00,001 &	Above	182	0.89	48199212	83.55
TOTAL		20486	100	57695260	100.00

m. Shareholding Pattern as on 31.03.2023:

Sl. No.	Category of Shareholder	Number of shares	% Of holding
1	Financial Institutions Govt. Sponsored (Insurance Companies)	-	-
2	Mutual Funds	700	0.00
3	Banks/Financial Institutions	2,600	0.00
4	NRI's	5,23,206	0.91
5	Hindu Undivided Family	5,26,673	0.91
6	Foreign Institutional Investors	900	0.00
7	Promoters, Promoter Directors & their Relatives	4,19,15,125	72.64
8	Other Bodies Corporates	5,42,032	0.94
9	Clearing Members	11,178	0.02
10	Resident Individuals	1,41,54,846	24.54
11	LLP	15,000	0.03
12	Independent Directors and Nominee Directors	2300	0.01
13	Key Managerial Personnel	700	0.00
TOTAL		5,76,95,260	100

n. Compliance with non-mandatory requirements under Corporate Governance Provisions:

The Company has taken action to comply with non-mandatory requirements to the following extent:

- At present Shri Satish Rama Shetty is the Chairman and Managing Director of the Company.
- Audit qualification:** The Company is in the regime of unqualified financial statements.
- Reporting of Internal Auditor:** The Internal Auditor of the Company reports directly to the Audit Committee.
- Training of Board Members:** The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. All new Non-Executive Directors inducted to the Board are introduced to the Company culture with appropriate orientation sessions. Periodic presentations are made at the Board and Board's Committee Meetings on business and performance updates of the Company, global business environment, business strategy and risks involved.
- The Whistle Blower Policy:** The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism, and allows direct access to the Chairman of the Audit Committee in exceptional cases. The existence of the policy/mechanism is communicated through appropriate manuals within the organization.
- Risk Management:** The Board reviews the Company's risk management practices and activities periodically. This includes comprehensive review of various risks attached to the company's business for achieving key objectives and actions taken to mitigate them. The Board review and advises on risk management aspects inter alia in the areas of leadership development, information security, project management and execution risks, contracts management risks, financial risks, forex risks and geopolitical risks.

o. General:

- 1) Members of the Company may nominate a person to whom share(s) held by such Member/s shall vest in the event of the death of such member/s. Such Nomination should be prescribed as under the Companies Act, 2013.
- 2) Common and Simplified Norms for processing investor's service request by RTA and norms for furnishing PAN, KYC details and Nomination The Securities Exchange Board of India vide its circular SEBI/HO/ MIRSD-PoD/P/CIR/2023/37 dated March 16, 2023 amongst other things has advised the Companies and Registrar and Transfer Agents as follows: i. Mandatory furnishing of PAN, KYC details and Nomination by the holders of physical securities SEBI has mandated that all holders of Physical securities in listed company shall mandatorily furnish the following documents/ details to the Registrar and Share Transfer Agent (RTA) and the RTA shall not process any service requests or complaints received from the holder(s)/ claimant(s) till documents/ details are furnished to the RTA i. Permanent Account Number (PAN). ii. Nomination – Details of nomination shall be furnished in hard copy or through electronic mode with e-signature. iii. Contact – Postal address with PIN, Mobile number, E-mail address. iv. Bank account details – Bank name and branch, bank account number, IFS Code. v. Specimen signature. The folios wherein any one of the above stated documents/ details are not available on or after October 1, 2023, the said folios shall be frozen by RTA and the said folios shall be restored to normal status only after furnishing by the holders of Physical securities all the completed documents/ details as stated. Further, those folios that were frozen on or after October 1, 2023 and continues to remain frozen till December 31, 2025, post that such securities will be referred by RTA/ Company to the administering authority under Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.
- 3) The Listing Regulations has mandated that transfer of shares would be carried out only when shares are held in dematerialised form with effect from April 1, 2019. In view of this and to facilitate seamless transfer of shares in future, Shareholders holding shares in physical form are requested to dematerialize their shares. The Company's shares are tradeable in electronic form only and has established connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through Canbank Computer Services Limited, our Registrar and Share Transfer Agents. The Shareholders can visit the below mentioned websites of the Depositories viz., NSDL www.nsdl.co.in or CDSL www.cdslindia.com for understanding the procedure of dematerialization of shares. In case of any queries, you may contact the Company or its Registrar and Share Transfer Agent.
- 4) It is noticed that some of the members holding shares in dematerialized form have not updated address, e-mail, phone numbers and Bank account details with their Depositories through their DPs. Some members holding dematerialized shares request the Company for updating the particulars. Members may please note that the Company has no access to their Demat accounts and all such corrections have to be got updated by the members in their Demat accounts through their respective DPs.

p. Address for Communication:

1. Members may contact **Company Secretary at the Registered Office of the Company at Murudeshwar Bhavan, 604/B, Gokul Road, Hubli – 580 030 [Phone: 0836 – 2331615 (upto 18)], Fax: 0836 – 4252583 or at 7th Floor, Naveen Complex, No. 14, M. G. Road, Bengaluru – 560 001 (Phone-080-25584181. Fax: 080-25584017)** for clarifications or grievances, if any.
2. In respect of members holding shares in physical form, all correspondences relating to share transfers, transmissions, issue of certificates on split-up/ consolidation/ replacement, change of address and dematerialisation requests may be addressed to the Share Transfer Agents – **Canbank Computer Services Limited at its Office at No. 218, “J.P. ROYALE”, 1st Floor, 2nd Main, Sampige Road, Near 14th Cross, Malleswaram, Bengaluru - 560 003. Phone: 080-23469661 - 62, Fax: 080 – 23469667 - 68.**
3. The Company has designated a separate E-mail Id – investor@naveentile.com for the benefit of members to report their grievances, if any, regarding their shareholding, transfers / transmissions and dividends.

q. Other Provisions:

Certificate from Auditors: Statutory Auditors have certified that the Company has complied with Corporate Governance Provisions. A copy of the said certificate is annexed forming part of this Report.

**By Order of the Board
For Murudeshwar Ceramics Limited**

Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

**By Order of the Board
For Murudeshwar Ceramics Limited**

Sd/-
Naveen Rama Shetty
Director
DIN: 00058779

Place: Bengaluru
Date: 05.08.2023

Auditors' certificate on compliance of Corporate Governance Provisions

To,

The Members,

Murudeshwar Ceramics Limited.

We have examined all relevant records of Murudeshwar Ceramics Limited (the Company) for the purpose of certifying compliance of conditions of Corporate Governance under Chapter IV read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31,2023.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause / Regulations.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in Chapter IV read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

We further state that this certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For K G RAO & CO.,
Chartered Accountants ICAI
FIRM REG No: 010463S**

**Sd/-
Krishnaraj K
Partner
M. No: 217422
UDIN: 23217422BGRVHT8747**

**Place : Bengaluru
Date : 29-05-2023**

Declaration regarding compliance with company's code of conduct by the board members and senior management personnel

To
The Members,
Murudeshwar Ceramics Ltd.

This is to confirm that the Company has laid down Code of Conduct for all Board members and senior management personnel of the Company and a copy of the said Code of Conduct is available on the Company's website at www.naveentile.com.

This is also to confirm that the members of the Board of Directors and senior management personnel within the meaning of the said Code of Conduct have affirmed compliance with the said Code of Conduct applicable to them for the year ended 31.03.2023.

For Murudeshwar Ceramics Limited

**Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526**

**Place : Bengaluru
Date : 05.08 2023**

Managing Director and Chief Financial Officer Certification

(In terms of sub regulation 2(a) of Regulation 33 and sub regulation (8) 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II)

To
The Board of Directors,
Murudeshwar Ceramics Limited

- A. We have reviewed the financial statements including Balance Sheet, Profit and Loss and the cash flow statement for the year ended 31st March 2023 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omission any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that they have evaluated the effectiveness of Internal Control Systems of the listed entity pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies if any in the design or operation of such Internal Controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies
- D. We have indicated to the Auditors and the Audit Committee;
- (1) Significant changes in Internal Control over Financial reporting if any during the year;
 - (2) Significant changes in Accounting Policies if any during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) Instances of significant fraud if any of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's Internal Control System over Financial Reporting.
- E. Further, we hereby certify that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading

For Murudeshwar Ceramics Limited

For Murudeshwar Ceramics Limited

Place : Bengaluru
Date : 29.05.2023

Sd/-
Satish Rama Shetty
Chairman & Managing Director
DIN: 00037526

Sd/-
Narayan Manjunath Hegde
VP Finance & CFO

K.G. Rao & Co.
Chartered Accountants

Independent Auditor's Report

To the Members of Murudeshwar Ceramics Limited

Report on the Audit of Standalone Ind AS Financial Statement
Opinion

We have audited the standalone Ind AS financial statements of **Murudeshwar Ceramics Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

we have determined the matters described below to be the Key Audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>1. Inventory The Value of inventory as at 31.03.2023 is 11799.75 lakhs which is 21.83% of total asset value. given the size of the inventory balance relative to the total asset size of the company, the valuation of inventory required significant audit attention</p> <p>As disclosed in the notes forming part of statement of accounts inventories are held at the lower of cost or net realisable value determined using weighted average cost</p> <p>The determination of valuation of inventory requires management to exercise qualitative judgments and apply assumptions</p>	<p>We have performed the following procedures w.r.t valuation of the inventory and assessment of procedures of physical verification of inventory during the period to ensure accuracy of inventory reporting</p> <p>On a sample basis, we tested the net realisable value of inventory to recent selling prices.</p> <p>We have also considered the stock audit report by stock auditors engaged by the lending bank to ensure that there are no inconsistencies in reporting</p> <p>At the year end the valuation of inventory is reviewed by management and cost of inventory is revalued where inventory is forecast to be sold below cost.</p> <p>In the view of the management, basic raw material used is clay for manufacturing of tiles and the same being a natural resources, does not have any depletion in value over the passage of time.</p>

2. Property, Plant and Equipment

Additions to Fixed assets during the year were 8237.15 lakhs (including CWIP of the previous year). Inappropriate timing of capitalization of project/inappropriate classification of categories of the items of PPE could result in material misstatement of CWIP/PPE with consequent impact on depreciation charge and results for the year

Our audit procedures included testing the design implantation and operating effectiveness of controls in respect of review of capitalization of assets, particularly in respect of timing of the capitalization and recording of additions to items of various categories of PPE with source documentation, substantive testing of appropriateness of cut-off date considered for project capitalization

We tested the source documentation to determine whether the expenditure is of capital nature and has been approved and segregated into appropriate categories. We reviewed operating expenses to determine the appropriateness of accounting.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS financial statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, profit / loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standard (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

Communication with those charged with governance

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Ind AS financial statements;

- (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued there under.
- (e) On the basis of the written representations received from the Directors of the Company as on 31 March 2023 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in “Annexure A”, which is based on the auditors’ report of the company.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (a) The Company’s Management and the Board of Directors have represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The Company’s Management and the Board of Directors have represented, that, to the best of their knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
 - The company has not declared/paid any dividend during the financial year under audit.
 - Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure B**, a statement on the matters specified in the paragraph 3 and 4 of the order.

For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 010463S

Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN – 23217422BGRJWHWG7637

Place: Bengaluru
Date: 29.05.2023

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal & Regulatory Requirement' of our report to the members of Murudeshwar Ceramics Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of Murudeshwar Ceramics Limited

We have audited the internal financial controls over financial reporting of **Murudeshwar Ceramics Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. The Guidance Note and those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 010463S**

**Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN - 23217422BGRJWHWG7637**

**Place: Bengaluru
Date: 29.05.2023**

Annexure "B" to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal & Regulatory Requirement' of our report to the members of Murudeshwar Ceramics Limited of even date)

- i. In respect of the Company's Property Plant and Equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
(B) Based on the information and explanations made available to us, the company do not have any Intangible assets.
 - (b) The property, plant and equipment were physically verified by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of fixed assets at regular intervals. According to the information and explanations given to us, no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii.
 - (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification of the inventory.
 - (b) Based on the information and explanations given to us and documents verified by us, During the year the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from State Bank of India, Bank of Baroda, Etc on the basis of security of current assets. The quarterly returns / statements filed by the Company with Banks are not in agreement with the books of account of the Company and the details submitted in the last quarter, details of variances are as under –

MONTH	Value of Current assets as per books of accounts (Stock+WIP+Debtors-Creditors) (a)	Total Value of stocks and book debts as per statement given to bank (b)	Difference (c = a-b)
Jun-22	11,393.19	10,705.27	687.92
Sep-22	11,818.01	10,570.08	1247.93
Dec-22	11,586.67	10,404.46	1182.21
Mar-23	11,723.37	10,817.34	906.03

iii. According to the information and explanations given to us, the company has not granted the loans/advances, secured or unsecured to the Companies, firms, Limited Liability Partnerships or any other parties except the guarantee given to RNS Infrastructure Limited as detailed under and hence reporting under clause 3(III) (a), (c), (d), (e), (f) of the Order are not applicable to the company and hence not commented there upon.

(a) (B) Details of the guarantee given by the company

Guarantee given to during the year	Guarantee as at the end of the year
Rs. 350 Crores	Rs. 350 Crores

(b) In our opinion, the investments made during the year and guarantee given are, prima facie, not prejudicial to the Company's interest

iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and securities, as applicable.

v. The Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Duty of Customs, Cess and other material statutory dues applicable to it with the appropriate authorities.

b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Duty of Customs, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable. However, income tax TCS of Rs.28,085/- was due for payment & was outstanding for more than 6 months, but the same is paid on 12.05.2023.

c) Details of dues of income tax, excise duty and custom duty which have not been deposited as at 31.03.2023 on account of dispute are as under:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which Relates	Remarks
The Income Tax Act, 1961	Income Tax	Appellate Tribunal	AY 2007-2008 to 2015-16	Disallowances of expenses and additions to income, Carry forward loss hence no tax demand arises
The Income Tax Act, 1961	Income Tax	CIT Appeals	AY 2006-2007	Disallowances of expenses and additions to income, Tax is paid under MAT, no additional demand

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) The term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or joint ventures and hence, reporting under clause 3(ix)(e) of the Order is not applicable for the year under report.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associate or joint ventures and hence, reporting on clause 3(ix)(f) of the Order is not applicable for the year under report.
- x. (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments except Term Loans which is applied for the purpose for which the same is raised.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of shares (Converted Share Warrants into Equity Shares) to Murudeshwar Power Corporation Private Limited. The requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi. (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per information and explanations given to us, no whistle blower complaints were received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company, in determining the nature, timing and extent of our audit procedures and reporting.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him and hence reporting under the provisions of clause 3 (xv) of the Order are not applicable to the Company .
- xvi. (a) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and hence reporting under the provisions of clause 3 (xvi) (a), (b) & (c) of the Order are not applicable to the Company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit & in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act . Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In our opinion, there are no ongoing projects towards Corporate Social Responsibility (CSR) requiring a transfer to special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.
- xxi. Our reporting on the matters specified in paragraphs 3(xxi) and 4 read with the proviso to paragraph (2) of the Companies (Auditor's Report) Order, 2020, has been made in paragraph (2) of Other Legal and Regulatory Requirements section of our Auditor's Report on the consolidated audited financial statements.

**For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 0104638**

**Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN - 23217422BGRJWHWG7637**

**Place: Bengaluru
Date: 29.05.2023**

Audited Financial Statement from 01st APRIL 2022 To 31st MARCH 2023
Standalone Balance Sheet as at 31st March, 2023
(Rs. in Lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
ASSETS			
1 - Non Current Assets			
(a) Property, plant and equipment	3	29,543.31	29,639.26
(b) Capital work-in-progress		7,832.96	606.65
(c) Investment Property		117.32	120.23
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Biological Assets Other than bearer plants		-	-
(h) Financial assets		-	-
(i) Investments	4	923.52	923.52
(ii) Trade Receivables		-	-
(iii) Loans		-	-
(i) Deferred tax Assets (Net)		-	-
(j) Other non-current assets	5	266.20	285.38
Total non - current Assets (A)		38,683.31	31,575.04
2 - Current Assets			
(a) Inventories	6	11,799.76	11,213.73
(b) Financial assets			
(i) Investments		-	-
(ii) Trade Receivables	7	1,646.19	2,208.76
(iii) Cash and cash equivalents	8	173.79	604.65
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Others		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	9	1,728.16	1,930.11
Total current assets (B)		15,347.90	15,957.25
Total Assets (A+B)		54,031.21	47,532.29
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	10	5,769.53	5,494.79
(b) Other equity		29,566.73	28,443.30
Total equity		35,336.26	33,938.09

Audited Financial Statement from 01st APRIL 2022 To 31st MARCH 2023
Standalone Balance Sheet as at 31st March, 2023
(Rs. in Lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	5,448.44	1,592.41
(ia) Lease Liabilities	13	227.60	172.66
(ii) Trade payables	13	-	-
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions		-	-
(c) Deferred Tax Liabilities (Net)	12	1,500.63	1,544.69
(d) Other Non Current Liabilities		-	-
Total non-current liabilities		7,176.67	3,309.76
2 - Current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	6,361.70	6,511.29
(ia) Lease Liabilities			
(ii) Trade payables	14	2,754.52	1,892.04
(A) total outstanding dues of micro enterprises and small enterprises		11.91	13.41
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		2,742.61	1,878.63
(b) Other current liabilities	16	2,213.04	1,803.44
(c) Provisions	17	189.01	77.67
(d) Current Tax Liabilities (Net)		-	-
		11,518.28	10,284.44
Total equity and liabilities		54,031.21	47,532.29

In terms of our report attached
For **K.G.RAO & Co.**
Chartered Accountants
ICAI FIRM REGN. No.: 010463S

Sd-
KRISHNARAJ K
Partner
Membership No.: 217422

Place : Bengaluru
Date : 29.05.2023

By Order of the Board
For **MURUDESHWAR CERAMICS LIMITED**

Sd-
SATISH R SHETTY
Chairman & Managing Director
(DIN 00037526)

Sd-
N M HEGDE
Vice President (Finance) & CFO

Sd-
NAVEEN R SHETTY
Director
(DIN 00058779)

Sd-
ASHOK KUMAR
Company Secretary

Audited Financial Statement from 01st APRIL 2022 To 31st MARCH 2023
Standalone Statement of Profit and Loss for the year ended 31st March, 2023 (Rs. in Lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
I. REVENUES:			
Revenue from operations	18	17,240.68	12,291.63
Other Income	19	100.11	141.58
Total Income		17,340.79	12,433.21
II. EXPENSES:			
Cost of materials consumed	20	3,889.67	2,639.52
Purchase of Stock in Trade		1,204.31	1,339.13
Changes in inventory of Finished Goods and Work-In Progress	21	(675.27)	(572.14)
Employee benefit expenses	22	2,515.14	1,544.37
Finance costs	23	1,336.41	1,329.75
Depreciation and amortisation expense	3	1,109.70	1,027.52
Other expenses	24	7,223.76	4,752.98
Total Expenses		16,603.72	12,061.13
III. Profit/(loss) before exceptional items and tax (I-II)		737.07	372.08
IV. Tax Expense			
Current Tax		120.83	-
Deferred tax		76.77	157.38
Deferred Tax Provision for Earlier years Reversed			-
Less : MAT Credit Entitlement		120.83	-
Add : MAT Credit Reversed		-	-
Total tax expense		76.77	157.38
V. Profit/(loss) for the period from continuing operations		660.30	214.70
VI. Other comprehensive income			
(a) (i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		(57.48)	76.55
- Others			
(ii) Income tax relating to items that will not be reclassified to profit and loss		14.94	(19.90)
(b) (i) Items that may be reclassified to profit or loss		-	-
- Exchange differences in translating financial statements of a foreign operation			
- Debt instruments through other comprehensive income			
Total other comprehensive income		(42.54)	56.65
VII. Total comprehensive income for the period (V+VI)		617.76	271.35
<i>(Comprising Profit(Loss) and Other Comprehensive Income for the year)</i>			
VIII. Earnings per equity share (for discontinued & continuing operation):			
Basic Rs.		1.08	0.49
Diluted Rs.		1.03	0.47

In terms of our report attached
For K.G.RAO & Co.
Chartered Accountants
ICAI FIRM REGN. No.: 010463S

Sd-
KRISHNARAJ K
Partner
Membership No.:217422

Place : Bengaluru
Date : 29.05.2023

By Order of the Board
For MURUDESHWAR CERAMICS LIMITED

Sd-
SATISH R SHETTY
Chairman & Managing Director
(DIN 00037526)

Sd-
N M HEGDE
Vice President (Finance) & CFO

Sd-
NAVEEN R SHETTY
Director
(DIN 00058779)

Sd-
ASHOK KUMAR
Company Secretary

**STANDALONE CASH FLOW STATEMENT ANNEXED TO BALANCE SHEET
FOR THE PERIOD FROM APRIL 2022 TO MARCH - 2023**

(Rupees in lakhs)

	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax & extra - ordinary items	737.07	372.09
Adjustments for:	-	-
Net Profit/(Loss) of the Associate	-	-
Depreciation	1109.70	965.10
Interest Paid	1017.82	987.39
Rent Received	(12.23)	(11.83)
Loss on Sale of Fixed Assets	-	16.85
Profit on Sale of Assets	-	(40.24)
Interest Income on Investments	(21.25)	(19.90)
Dividend received	(63.30)	(63.30)
Provision for taxation	-	-
Remeasurement of defined benefit plans	(57.48)	56.65
Operating profit before working capital changes	2710.32	2262.81
Adjustments for:		
Increase/(Decrease) in Long Term Liability	54.94	10.69
Decrease / (Increase) in Inventories	(586.03)	(764.17)
Decrease / (Increase) in Trade receivables	562.57	955.90
Increase / (decrease) in Trade Payables	862.48	(131.17)
Decrease/(Increase) in Short term loans & advances	-	-
Decrease/(Increase) in Other Current Assets	326.75	(252.60)
Decrease/(Increase) in Long Term Loans & Advances	19.18	495.03
Increase / (decrease) in Other Current Liabilities	409.60	(128.14)
Increase / (decrease) in Short Term Provisions	5.45	12.41
Cash generated from operations	4365.27	2460.76
Taxes paid	(124.80)	(97.73)
Cash flow before extra - ordinary item		
Net Cash from Operating Activities	4240.47	2363.03
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(8237.15)	(936.31)
Sale of fixed assets	-	124.29
Interest received	21.25	19.90
Dividend received	63.30	63.30
Rent received	12.23	11.83
Investments	-	(533.21)
Net cash flow from investing activities	(8140.37)	(1250.20)

C. CASH FLOW FROM FINANCING ACTIVITIES		
Long term Borrowings repaid	3856.03	121.49
Short Term Borrowings repaid	(149.59)	(335.85)
Proceeds from Issue of Share Capital	494.53	470.99
Issue of Share Warrants	278.22	(117.75)
IND AS Transition Reserve	7.66	(0.07)
Change in reserve	-	-
Interest paid	(992.02)	(973.39)
Interest on Lease Liabilities	(25.79)	(14.00)
Net cash used in Financial activities	3469.04	(848.58)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(430.86)	264.25
CASH AND CASH EQUIVALENTS AS ON 31.03.2022	604.65	340.40
CASH AND CASH EQUIVALENTS AS ON 31.03.2023	173.79	604.65

NOTES TO THE CASH FLOW STATEMENT
CASH AND CASH EQUIVALENT:

Cash and cash equivalents consists of cash on hand and balances with Banks and Investments in money market instruments. Cash and cash equivalents included in the cash flow statement comprise the following Balance Sheet amounts.

	2022-23	2021-22
Cash on hand and balances with banks	173.79	604.65
Short Term investments	-	-
Cash and cash equivalents effect of changes in Exchange rates	-	-
Cash and cash equivalents as restated	173.79	604.65

CERTIFICATE

We have examined the above Cash Flow Statement of Murudeshwar Ceramics Limited.

In terms of our report attached

For K.G.RAO & Co.

Chartered Accountants

ICAI FIRM REGN. No.: 010463S

Sd-

KRISHNARAJ K

Partner

Membership No.:217422

Place : Bengaluru

Date : 29.05.2023

By Order of the Board

**For MURUDESHWAR CERAMICS
LIMITED**

Sd-

SATISH R SHETTY

Chairman & Managing

Director

(DIN 00037526)

Sd-

NAVEEN R SHETTY

Director

(DIN 00058779)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

1. Corporate Information

Murudeshwar Ceramics Limited (the Company) was established in the year 1983. The Company is manufacturing and trading Ceramic and Vitrified floor & wall Tiles. The Registered Office of the Company is at 604/B, Murudeshwar Bhavan, Gokul Road, Hubli – 580 030 and the Corporate Office is at Naveen Complex, 7th Floor, 14, M.G.Road, Bengaluru – 560 001. The Company is having 2 manufacturing plants at Sira, Dist. Tumkur and Karaikal, Pondicherry. The Company trading Vitrified Tiles and Ceramic Tiles sourced through job work basis as well. The Company's products are branded as "Naveen Ceramic Tiles" and "Naveen Diamontile". The Company is having well established marketing network all over the country.

2. Significant Accounting Policies

1. Basis of Preparation

These financial statements are separate financial statements prepared in accordance with Indian Accounting Standards ("Ind AS"), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

Basis of measurement

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities which are required to be measured at fair value as per Ind AS.

2. Use of estimates and judgment

In the application of the Company's accounting policies, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Current / Non-Current Classification

The Company recognizes any asset or liability as current if it satisfies any of the following conditions:

- Asset/Liability is expected to be realized/settled during the company's normal operating cycle.
- The asset is intended for sale or consumption.
- The Asset/Liability is held primarily for the purpose of trading.
- The Asset/Liability is expected to be realized/settled within 12 months after the reporting period.
- The Asset is cash/cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- In the case of the liability, the company does not have an unconditional right to defer the settlement of liability for at least 12 months after the reporting date.

All other assets/liabilities are classified as non-current.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

Estimation of uncertainties relating to the global health pandemic from COVID-19 ("COVID-19"):

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company financial statements may differ from that estimated as at the date of approval of these financial statements.

3. Revenue

- i) Disclosure as per Ind AS 115 "Revenue from contract with Customers - Revenue from contract from customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services. The Transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by company as part of the contract. Revenue is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.
- ii) Sale of Products - Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time that is, when the material is shipped to the customer or on delivery to the customer as may be specified in the contract.
- iii) Rendering of Services - The Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligations for the services rendered. The company uses output method for measurement of revenue from services.
- iv) Interest - Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- v) Dividend - Revenue is recognized when the shareholders' or unit holders' right to receive payment is established, which is generally when shareholders approve the dividend.
- vi) Rental Income - Rental income from the properties given on lease (net of any incentives given to the lessees) is recognized on accrual basis over the lease term.

4. Expenses

All expenditures are accounted on accrual basis after reducing any specific income attributable to such expenditure.

5. Property, plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken to improve the economic benefits expected to arise from the asset.

Capital Work in Progress

The cost of assets not ready for intended use, as on the balance sheet date, is shown as Capital Work in Progress.

Depreciation commences when the assets are ready for their intended use

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Plant and Machinery and Factory building, in those case the life of the assets has

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation is provided on estimated useful lives of the assets as per Schedule – II of the Companies Act, 2013 except for the following assets where the useful life has been estimated based on the technical estimate.

Assets	Estimated Life	Life as per Schedule-II
Plant & Machinery	25-30 Years	20 Years
Building/Factory	50 Years	60 Years

Amounts spent on Site preparation at Quarry for mining of Clay have been capitalized under the head Building- Others and Depreciation provided accordingly.

No depreciation is charged on capital work in progress and free hold land.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Derecognition

The carrying amount of an item of property, plant and equipment, is de-recognized on disposal or when no future economic effects are expected from its use or disposal. The Gain or Loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the statement of profit and loss when the item is derecognized.

6. Inventories

Raw Materials, Work in progress, Finished goods, packing materials, stores, spares, components, consumables and stock in trade are carried at the lower of cost and net realizable value. However, the materials and other items held for use in production of inventories are not written down below cost If the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item by item basis. Net realizable value is the estimated selling price in the ordinary course of the business less estimated cost of completion and estimated costs necessary to make the sale.

In determining the cost of raw materials, packing materials, stock in trade, stores, spares, components and consumables weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from the tax authorities) and all the other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work in progress, includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads and other costs incurred in bringing the inventories to present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

7. Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain

The Company's lease asset classes primarily consist of leases for shops. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

8. Investments in associate company

The company has elected to recognize its investments in associate company at cost in accordance with the option available in IND AS 27 "Separate financial statements".

While preparing the consolidated financial statements, the company has followed Equity Method as per IND AS 28 "Investment in Associates & Joint Ventures".

9. Taxes on Income

Current Tax

The current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of Indian Income Tax Act, 1961.

Deferred Tax

Deferred income tax is provided using the liability method on all timing differences at the balance sheet date between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the tax rates and tax laws substantively enacted at the balance sheet date. In assessing the realisability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax-planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced

10. Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are considered as cost on initial recognition.

The Disclosure as per IND AS is given as under -

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)
As on 31.03.2023 (Rs. In Lakhs)

Cash and cash equivalents including other bank balances	Note	FVTPL	FVTOCI	Amortised Cost	Total carrying value	Total fair value
Financial Assets:						
Trade receivables	7	-	-	1646.19	1646.19	-
Cash and cash equivalents including other bank balances	8	-	-	173.79	173.79	-
Investments	4	-	-	923.52	923.52	-
Other financial assets	5	-	-	-	-	-
Total Financial Assets		-	-	2743.50	2743.50	-
Financial Liabilities:						
Trade payables	14	-	-	2754.52	2754.52	-
Lease Liabilities	13	-	-	227.60	227.60	-
Other financial liabilities	15	-	-	6361.70	6361.70	-
Total Financial Liabilities		-	-	9343.82	9343.82	-

As on 31.03.2022 (Rs. In Lakhs)

Cash and cash equivalents including other bank balances	Note	FVTPL	FVTOCI	Amortised Cost	Total carrying value	Total fair value
Financial Assets:						
Trade receivables	7	-	-	2208.76	2208.76	-
Cash and cash equivalents including other bank balances	8	-	-	604.65	604.65	-
Investments	4	-	-	923.52	923.52	-
Other financial assets	5	-	-	-	-	-
Total Financial Assets		-	-	3736.93	3736.93	-
Financial Liabilities:						
Trade payables	14	-	-	1892.04	1892.04	-
Lease Liabilities	13	-	-	172.66	172.66	-
Other financial liabilities	15	-	-	6511.29	6511.29	-
Total Financial Liabilities		-	-	8575.99	8575.99	-

Other Financial Instruments and Cash & Cash Equivalents

The Company held cash and cash equivalents of Rs.11.96 Lakhs (31st March 2022 - Rs. 10.77 Lakhs). The cash and cash equivalents are held with banks with high rating. The Company held deposits with banks and financial institutions of Rs.161.83 Lakhs (31st March 2022 - Rs. 593.88 Lakhs). In order to manage the risk, Company places deposits with only high rated banks/institutions.

(Rs. In Lakhs)

Particulars	As at 31-Mar-23	As at 31-Mar-22
Financial assets for which loss allowance is measured using 12 month Expected Credit Loss (ECL).		
Non-current Investment	923.52	923.52
Non-current Loans & Advances	200.50	238.54
Other Non-Current Financial Assets	65.70	46.84
Cash & Cash Equivalent	11.96	10.77
Bank balances other than cash and cash equivalents	161.83	593.88
Current Loans & Advances	-	-
Other Current Financial Assets	1728.16	1930.11
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss (ECL)	-	-
Trade Receivables	1646.19	2208.76
Total	4737.86	5952.42

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs).

Measurement of fair value of financial instruments

The fair value measurement is not applicable since there were no financial assets and liabilities are measured at fair value.

Financial Risk Management

The Company's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, cash & cash Equivalent, Investment, other balances with banks, loans and deposits that derive directly from its operations.

Company is exposed to following risk from the use of its financial instrument:

1. Market Risk
2. Credit Risk
3. Liquidity Risk

1. **Market Risk :** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The market risk comprises three types of risk: Interest rate risk, Foreign currency risk and another price risk.

- a) Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of market interest risk. The Company's exposure to risk of changes in market interest rates is minimal. The company has not used any interest rate derivatives.
- b) Foreign currency risk : Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company has not entered into any forward exchange contracts/derivative contracts.
- c) Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices. The company has not invested in any traded equity instruments or bonds.

2. **Credit risk**

The credit risk refers to the risk that a counterparty will default on its contractual obligation resulting in financial loss to the company. Credit risk arises from financial assets such as trade receivables, other balances with banks, loans and other receivables. The Company has adopted a policy of only dealing with the counterparties that have sufficiently high credit ratings. The exposure and credit ratings of the counterparties are continuously monitored, and aggregate value of transactions is reasonably spread amongst the counterparties. There are no cases of historical defaults and hence no provision for expected credit loss is necessary.

3. **Liquidity risk**

The liquidity risk is the risk that the company will encounter difficulty in raising funds to meet the commitments associated with financial instruments that are settled by delivering cash or another financial asset. The company has established liquidity risk management framework for managing its short term, medium term and long term and liquidity management requirements. The company has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

11. Borrowings and Borrowing Cost

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest rate method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in statement of profit and loss in the period in which they are incurred.

12. Provision and contingencies

The company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resource embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

13. Cash and cash equivalents

Cash and cash equivalent for the purpose of balance sheet comprises of cash and banks balances.

14. Earnings per share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of shares outstanding during the year is adjusted for events of bonus issue and share split.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

15. Employee benefits

(i) **Short term Employee benefits** : Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance – linked rewards falling due wholly within the twelve months or rendering the service are classified as short term employee benefits and are expensed in the period in which employee renders the related service.

(ii) Post-employment benefits

A. Defined contribution plans : The company's superannuation scheme, the state governed provident fund scheme, employee insurance scheme and employee pension scheme are defined contribution plans. The contribution paid payable under such schemes is recognized during the period in which the employee renders the related service.

B. Defined benefit plans : The present value of obligation under defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to weighted average maturity profile of defined benefit obligations at the balance sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amount included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognized in other comprehensive income and is reflected in Retained earnings and the same is not eligible to be reclassified to profit and loss.

Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognized in the Statement of Profit and loss as employee benefits expense, interest cost implicit in the defined benefit employee cost is recognized in the Statement of Profit and Loss under finance cost.

Gains or losses on settlement on any defined benefit plan are recognized when the settlement occurs. Past service cost is recognized as expense at the earlier of the plan amendment or curtailment and when the company recognized related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)

(iii) **Long term employee benefits** : The obligation recognized in respect of long term benefits such as compensated absences, long service award is measured at present value of estimated future cash flows expected to be made by company and is recognized in similar manner as in the case of defined benefit plans as above.

Gratuity - The Company provides for gratuity, a defined benefit retirement plan (“the Gratuity Plan”) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the company. Gratuity has been paid through an approved gratuity fund managed by the LIC of India. Premium paid thereon is accounted as expenditure. The Company has also provided for gratuity as per actuarial valuation performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. These defined benefit plans expose the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk

Leave Encashment - Leave encashment has been determined based on the actuarial valuation, available leave entitlement at the end of each calendar year. The incremental amount so calculated each year is debited to Salaries and Wages - leave encashment.

16. Investment Property:

The disclosure as per IND AS is as under -

- Accounting policy for measurement of investment
The entity is following cost model for recognition & measurement of investment.
- The investment property is valued and recognised at Cost, therefore no such valuation is carried out by any professional/valuers.
- Amounts recognised in the Profit & Loss Account

Rental income from Investment Property	12,22,821
Direct Operating Expenses arising from Investment Property generating rental income	
Municipal Tax/Property Tax	16,023
Flat Maintenance Charges	1,67,078
Direct Operating Expenses arising from Investment Property not generating rental income	NA

- The existence and amounts of restrictions on the realisability of the Investment Property or remittance of income and proceeds of disposals Nil
- Contractual obligation to purchase,construct or develop investment property or for repair and maintainance or enhancements - Nil.
- Asset Value and Depreciaiton Disclosure:
 - Depreciation method used: Stright Line Method
 - Useful life of Depreciation : 60 Years
 - Asset Schedule

Property	Opening as on 01.04.2022 [A]	Addition [B]	Deletion [C]	Depreciation for the year [D]	Closing value as on 31.03.2023 E=[A+B-C-D]
Flat At Bangalore - Jungfrau Block No. 306	40,07,722	-	-	81,375	39,26,347
Flat At Bangalore - Julian Block No. 307	40,07,722	-	-	81,375	39,26,347
Flat At Bangalore - Aronia Block No. 501	40,07,722	-	-	81,375	39,26,347
TOTAL					1,17,79,040

- Fair Value of Investment Property
 - Since the Investment property is valued following the cost model, no fair valuation is carried out.

17. Segment reporting policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)
18. Events after the reporting date

Where events occurring after the balance sheet date provide evidence of the conditions that existed at the end of reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of the material size of the nature are only disclosed.

19. Government Grants/Subsidy

The Company has not received subsidy of any kind from the government during the year.

20. Recent Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2023, as below:

I. Ind AS 1 - Presentation of Financial Statements -

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

II. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors -

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

III. Ind AS 12 - Income Taxes -

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

21. Additional Reporting requirement as per amendment in Schedule III of the Company’s Act 2013:
1. Details of Benami Property held:

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

2. Title deeds of immovable properties not held in name of the company:

There are no immovable properties which are not held in name of the company. In case of leasehold property lease deeds are duly executed in favour of company.

3. Valuation of Property, Plant & Equipment, intangible asset and investment property:

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

4. The fair value of Investment Property is based on prevailing Government prescribed value of the property which is not based on valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.
5. The details of Loans or Advances in the nature of loans granted to promoters, directors, KMPs and other related parties are as below:

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	(Rs. in Lakhs)
		Percentage to the total Loans and Advances in the nature of loans
Promoters		-
KMPs		-
Related Parties		-
NIL		

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (Contd..)
6. Borrowings from Banks or Financial institution on the basis of Security of Current Assets:

The company has availed short term loans/working capital facilities from banks or financial institution on the basis of security of Current Assets. The quarterly details submitted to the banker are not in agreement with books of accounts, the variances as detailed under -

(Rs. In Lakhs)

MONTH	Value of Current assets as per books of accounts (Stock+WIP+Debtors-Creditors) (a)	Total Value of stocks and book debts as per statement given to bank (b)	Difference (c = a-b)
Jun-22	11,393.19	10,705.27	687.92
Sep-22	11,818.01	10,570.08	1247.93
Dec-22	11,586.67	10,404.46	1182.21
Mar-23	11,723.37	10,817.34	906.03

Reason for variance:

* Receivables/inventories outstanding for more than 6 months are not considered for Drawing Power calculation for working capital. As a result total value of stocks and book debts submitted to the banker is less than the value appearing in the books of accounts.

7. Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

8. Relationship with struck off Companies:

The Company has no transactions with the companies struck off under the Companies Act, 2013.

9. Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

10. Undisclosed Income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

11. Details of crypto currency of virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

12. Utilisation of Borrowed funds and share premium:

The Company has utilised borrowed fund for the purpose as specified in the terms of sanctions.

13. Registration of charges or satisfaction with Registrar of Companies:

No charges or satisfaction are pending to be registered with Registrar of Companies except the following –

For the following loans, Charge creation is yet to be made with RoC.

Sl. No	Loan Amount (In Lakhs)	Bank/Financial Institution	Reason for Not Creating Charge
NIL			

For the following loans, the satisfaction of charge is yet to be registered with RoC

Sl. No.	Charge ID	Loan Amount (Charge Created for) (Rs)	Bank/Financial Institution	Reason for delay
1	100228171	28,75,920/-	Sundaram finance limited	The loan closure & clearance related documents are yet to be received from the lender.

14. Corporate Social Responsibility:

The details of Contribution to Corporate Social Responsibility are as follows:

Amount Required to be spent	Amount of Expenditure Incurred	Shortfall at 31.03.2023	Total of Previous Years Shortfall	Reasons for Shortfall	Nature of CSR Activities	Remark
Not Applicable for the reporting period.						

15. Financial ratios are separately enclosed.

For and on behalf of
K G Rao & Co.,
Chartered Accountants
FRN: 010463S

By Order of the Board
For Murudeshwar Ceramics Limited

Sd-
Krishnaraj K.
Partner
Membership Number: 217422

Sd-
Satish R Shetty
Chairman & Managing Director
(DIN: 00037526)

Sd-
Naveen R Shetty
Director
(DIN: 00058779)

Place: Bengaluru
Date: 29.05.2023

Particulars	FY 2022-23	FY 2021-22	Variation (Increase/ Decrease as a % of last year ratio)	REMARKS (If variation is more than 25%)
1. Current Ratio				
Current assets	15,347.90	15,957.25		
Current liabilities	11,518.28	10,284.44		
	1.33	1.55	(14.12)	
2. Debt Equity Ratio				
Total Debts	5,448.44	1,592.41		Additional Borrowings in the current year to the extent of Rs. 4,351.61 lacs to part finance the ongoing Expansion project have made significant impact on Debt Equity Ratio
Shareholders Equity	35,336.26	33,938.09		
	0.15	0.05	228.61	
3. Debt Service Coverage Ratio				
Earnings available for debt service	3,106.41	2,548.58		
Debt Service	2,653.62	1,197.55		
	1.17	2.13	(44.99)	COVID Loans & GECL Loans availed during the period of pandemic have been repaid
4. Return on Equity				
Net Profits after taxes – Preference Dividend (if any)	617.76	271.35		
Average Shareholder's Equity	34,637.18	33,625.83		
	0.02	0.01	(121.00)	There is an increase in profitability for the current year.
5. Inventory Turnover Ratio				
Sales	17,240.68	12,291.62		
Average Inventory	11,506.75	10,831.65		
Average inventory is (Opening + Closing balance / 2)	1.50	1.13	32.03	There is increase in sales turnover in the current year compare to previous year.
6. Trade receivables turnover ratio				
Net Credit Sales	17,240.68	12,291.63		
Avg. Accounts Receivable	1,927.48	2,686.71		
Average trade debtors = (Opening + Closing balance / 2)	8.94	4.57	95.51	The receivable is reduced even though there is increase in sales turnover in the current year.
7. Trade Payables turnover ratio				
Net Credit Purchases	10,392.00	7,347.30		
Average Trade Payables	2,323.29	1,885.64		
	4.47	3.90	14.80	
8. Net capital turnover ratio				
Net Sales	17,240.68	12,291.63		
Working Capital	3,829.61	5,672.81		
Working capital shall be calculated as current assets minus current liabilities				
	4.50	2.17	107.77	Substantial increase in Working Capital Gap.

9. Net Profit Ratio

Net Profit	617.76	271.35	
Net Sales	17,240.68	12,291.63	
	0.04	0.02	(62.31) Substantial increase in profitability.

10. Return on Capital Employed

Earning before interest and taxes	2,073.49	1,701.83	
Capital Employed	42,285.33	37,075.18	
Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.05	0.05	(6.83)

11. Return on Investment

$$\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}} \quad -1.18\% \quad 11.80\%$$

$$\{MV(T0) + \text{Sum } [W(t) * C(t)]\}$$

T1 = End of time period

T0 = Beginning of time period

t = Specific date falling between T1 and T0

MV(T1) = Market Value at T1

MV(T0) = Market Value at T0

C(t) = Cash inflow, cash outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as $[T1 - t] / T1$

Note on variance:

The variance of various parameters (Ratios) over 25% for the year 2022-23 over the previous year is mainly due to the poor sales performance of the company in the first two quarters of previous year on account of outbreak of COVID 19 pandemic. The improvement in sales performance this year have made substantial impact on various ratios in the current year.



Notes forming part of the financial statements
Note 03: Property, Plant & Equipment and Other Intangible Assets

Changes in the carrying value of property, plant and equipment for the period ended March, 2023:

(Rs. In Lakhs)

Particulars	Property, Plant and Equipment								Other Intangible Asset			Total				
	Leasehold improvements	Buildings	Plant and equipment	Computers	Office equipment	Furniture and fixtures	Vehicles	Right to use Assets	Total	Investment Property	Goodwill		Other Intangible assets	Intangible assets under development	Bio-logical Assets Other than bearer plants	
Gross carrying value as of April 1, 2022	8,070.69	9,438.59	16,810.18	48.75	71.60	115.00	262.41	310.88	35,128.10	154.14					35,282.24	
Additions	-	-	138.02	4.42	31.81	3.96	703.61	129.02	1,010.84	-					1,010.84	
Deletions	-	-	-	-	-	-	-	-	-	-					-	
Gross carrying value as of March 31, 2023	8,070.69	9,438.59	16,948.20	53.17	103.41	118.96	966.02	439.90	36,138.94	154.14					36,293.08	
Accumulated depreciation as of April 1, 2022	-	1,104.70	4,008.05	35.03	19.47	53.72	99.89	167.98	5,488.84	33.91					5,522.75	
Depreciation Accumulated depreciation on deletions	-	202.00	741.07	10.53	15.25	8.83	59.10	70.01	1,106.79	2.91					1,109.70	
Accumulated depreciation as of March 31, 2023	-	1,306.70	4,749.12	45.56	34.72	62.55	158.99	237.99	6,595.63	36.82					6,632.45	
Carrying value as of March 31, 2023	8,070.69	8,131.89	12,199.08	7.61	68.69	56.41	807.03	201.91	29,543.31	117.32					29,660.63	
Carrying value as of March 31, 2022	8,070.69	8,333.89	12,802.12	13.72	52.13	61.28	162.52	142.90	29,639.26	120.23					29,759.49	
CWIP aging schedule																
CWIP	Amount in CWIP for a period of								Total							
	Less than 1 year								1-2 years	2-3 years	More than 3 years					
Projects in progress	7226.31								544.13	-	-	7770.44				
Advance for purchase of Land	-								-	-	-	62.52				

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)
4. Investments

Particulars	As at 31 March, 2023				As at 31 March, 2022			
	Equity Instruments	Govt & Trust Securities	Debenture & Bonds	Total	Equity Instruments	Govt & Trust Securities	Debenture & Bonds	Total
Investments in								
a) Subsidiaries	-	-	-	-	-	-	-	-
b) Associates	908.03	-	-	908.03	908.03	-	-	908.03
c) Joint Ventures	-	-	-	-	-	-	-	-
d) Structured Entities	2.00	0.49	13.00	15.49	2.00	0.49	13.00	15.49
Total	910.03	0.49	13.00	923.52	910.03	0.49	13.00	923.52
Of Above								
Quoted Investments	-	-	-	-	-	-	-	-
Market Value	-	-	-	-	-	-	-	-
Unquoted Investments	910.03	0.49	13.00	923.52	910.03	0.49	13.00	923.52
Impairment	-	-	-	-	-	-	-	-

Other Financial Assets

Bank Deposits with more than 12 month Maturity

5. Other Non Current Assets	As at 31 st March, 2023	As at 31 st March, 2022
(i) Capital Advances/Prepaid Rent	13.89	8.50
(ii) Prepaid Interest - IND AS	4.30	4.30
(iii) Advances against purchase of shares	-	-
(iv) Security Deposits	47.51	34.04
	65.70	46.84
5. Non-Financial Assets :		
(i) PLA & Cenvet Credit	-	6.70
(ii) VAT credit receivable	19.66	19.66
(iii) Service Tax credit receivable	-	-
(iv) Income Tax Refund Receivable	180.84	212.18
	200.50	238.54
	266.20	285.38
6. Inventories		
	As at 31 st March, 2023	As at 31 st March, 2022
Raw Materials	3,663.12	4,098.79
Work In Progress	2,061.08	1,916.64
Finished Goods	4,046.73	3,514.75
Stock in Trade	307.35	209.24
Stores and Spares	1,721.48	1,474.32
Loose Tools	-	-
Others	-	-
Total	11,799.76	11,213.73
Goods in Transit		
Method of Valuations	Weighted Average	Weighted Average

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)
Note 7. Trade Receivables

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	450.44	582.14
Doubtful	-	-
	450.44	582.14
Less: Provision for doubtful trade receivables	-	-
	450.44	582.14
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	1,195.75	1,626.62
Doubtful	-	-
	1,195.75	1,626.62
Less: Provision for doubtful trade receivables	-	-
	1,195.75	1,626.62
Total	1,646.19	2,208.76

Note: Trade receivables include debts due from:

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Private companies in which any director is a director or member		
RNS Infrastructure Limited	-	-
Murudeshwar Power Corporation Pvt. Ltd.	-	-
Naveen Hotels Pvt. Ltd.	-	-

Particulars	Outstanding for following periods from due date of payment As at 31 March, 2023				
	Less than 6 months	6 months 1 year	1-2 years	2-3 years	Total
(i) Undisputed Trade Receivables-considered good	1,195.75	430.29	15.59		1,641.63
(ii) Undisputed Trade Receivables-which have significant increase in credit risk		-			-
(iii) Undisputed Trade Receivables-credit impaired		-			-
(iv) Disputed Trade Receivables-considered good			4.56		4.56
(v) Disputed Trade Receivables-which have significant increase in credit risk		-			-
(vi) Disputed Trade Receivables-credit impaired		-			-

8. Cash and Cash equivalents

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Balances with bank(of nature cash and Cash Equivalents)		
Earmarked Funds	-	4.75
Margin Money	123.24	222.92
Cheques/Drafts on hand		
Cash on hand	11.96	10.77
Others - (Current Account)	38.59	366.21
Total	173.79	604.65

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

NOTE : 9 OTHER CURRENT ASSETS		
Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) Capital Advances	-	-
(ii) Advances other than Capital Advances		
Security Deposits	563.48	557.69
Advances to Related Parties		
Other Advances		
Advances to		
Directors		
Officers		
By Firms (Related party)		
Private Companies (Related party)		
Interest Accrued on Deposits	65.21	67.91
Total	628.69	625.60
(iii) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	329.53	378.33
Doubtful	-	-
Total	329.53	378.33
iv) Balances with government authorities		
Unsecured, considered good		
(i) GST Credit	90.52	88.24
(ii) PLA & Cenvet Credit		
(iii) VAT credit receivable		
(iv) Service Tax credit receivable		
(v) Income Tax Refund Receivable		
Total	90.52	88.24
v) Prepaid expenses - Unsecured, considered good	86.08	83.07
vi) Others - Advances		
Secured, considered good		
For supply of goods and rendering services	468.53	657.14
Advance Payment of Income Tax	124.81	97.73
	593.34	754.87
Less: Provision for other doubtful loans and advances	-	-
Total	593.34	754.87
Total	1,728.16	1,930.11

(Rs. in Lakhs)
NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)

Particulars	Equity share capital	Other Equity Reserve & Surplus					Total equity attributable to equity holders of the Company	
		Money Received Against Share warrant	Securities Premium	Retained Earnings	General Reserve	Capital/Redemption Reserve		IND AS Transition Reserve
Restated Balance as on April 1, 2021	5,233.91	241.38	13,119.92	277.85	12,795.85	1,615.02	29.64	33,313.57
Changes in equity share capital	261.66	(117.75)	209.33	-	-	0.78	72.67	426.69
Additional provision								-
Remeasurement of Deferred tax liability for the year								-
Profit for the year				271.35				271.35
Remeasurement of the net defined benefit liability/asset, net of tax effect				(72.74)				(72.74)
Transfer to Capital Reserve	(0.78)							(0.78)
Dividends (Including Corporate Dividend Tax)	-							-
Balance as of March 31, 2022	5,494.79	123.63	13,329.24	476.46	12,795.85	1,615.81	102.31	33,938.09
Changes in equity share capital	274.74	(123.63)	219.79	-	-	-	7.66	378.56
Fresh Share Warrant issued during the year								401.85
Profit for the year		401.85		617.76				617.76
Remeasurement of the net defined benefit liability/asset, net of tax effect								-
Transfer to Capital Reserve	-							-
Interim Dividend (Including Corporate Dividend Tax)								-
Final Dividends (Including Corporate Dividend Tax)								-
Balance as of March 31, 2023	5,769.53	401.85	13,549.03	1,094.22	12,795.85	1,615.81	109.97	35,336.26

The Accompanying notes form an integral part of the financial statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)

I. Equity Share Capital:	Number of Equity Shares	Amount Rs. In lacks
(a) The number of shares authorised;	7,16,20,000	7162.00
(b) the number of shares issued, subscribed and fully paid, and subscribed but not fully paid; Issued	57695260	5,769.53
subscribed and fully paid	57695260	5,769.53
subscribed but not fully paid (Shares are forfeited and the amount received are disclosed under Capital reserve)	24857	0.78
(c) par value per Share;	Rs.	10
(d) a reconciliation of the number of shares outstanding at the beginning and at the end of the period; at the beginning fully paid up	54947871	
at the end fully paid up	57695260	
(e) the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;	Not Applicable	
(f) shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate;	Not Applicable	
(g) shares in the company held by each shareholder holding more than five per cent. Shares specifying the number of shares held; RNS INFRASTRUCTURE LIMITED	12140466	21.04%
MURUDESHWAR POWER CORPORATION PRIVATE LIMITED	21024672	36.44%
(h) shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts;	Not applicable	
(i) for the period of five years immediately preceding the date at which the Balance Sheet is prepared ➤ number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash; ➤ aggregate number and class of shares allotted as fully paid up by way of bonus shares; and ➤ aggregate number and class of shares bought back;	Not applicable	
(j) terms of any securities convertible into equity shares issued along with the earliest date of conversion in descending order starting from the farthest such date; 5363948 warrants issued by the Board on 13.01.2021 in terms of approval accorded by the members on 26.12.2020 by postal ballot and out of 5363948 warrants, 2616559 warrants has already converted in equal number of equity shares on 12.02.2022 and balance 2747389 warrants have been converted in equal number of equity shares at board meeting held on 30.05.2022. 2850000 warrants issued by the Board on 16.12.2022 in terms of approval accorded by the member on 07.12.2022 are due for conversion.		
(k) calls unpaid (showing aggregate value of calls unpaid by Directors and officers);	Not applicable	
(l) forfeited shares (amount originally paid up).	No. of Shares 24857	Rs. In Lacks 0.78

(m) A company shall disclose Shareholding of Promoters as under:

Shares held by promoters at the end of the year

RNS INFRASTRUCTURE LIMITED	12140466	21.04			
MURUDESHWAR POWER CORPORATION PRIVATE LIMITED	21024672	36.44	P.Y	% Change during the year	
Others	8749987	15.17			
Total	41915125	72.65	71.28		1.37

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

11. Borrowings	As at 31 March, 2023	As at 31 March, 2022
Bonds and Debentures	-	-
Term Loans		
From Banks		
Secured	5,134.08	1,272.36
Unsecured	-	-
From Others	314.36	320.05
Deposits		
Loans from Related parties	-	-
Long term maturities of Finance lease obligations	-	-
Liability component of Compound Finance Instruments	-	-
Other loans	-	-
	5,448.44	1,592.41

The Term Loans from Banks are repayable in monthly instalments. Interest is payable on monthly basis. The Term Loans from HDFC Bank is secured by exclusive first charge created on immovable property and Plant and machinery at Sira plant. The Working Capital Loans from banks namely Canara Bank, State Bank of India, Bank of Baroda, Axis Bank, Punjab National Bank and DBS Bank of India are secured by first charge created on the immovable properties, Stock and Book Debts and second charge created on movable Plant & Machinery except the exclusive charge created in favour of HDFC Bank for availing Term Loan and Assets hypothecated to concerned institutions/Bankers against specific finance for the same. The WCTL under Gaurenteed Emergency Credit Line (GECL 2.0) and GECL2.0-Extended availed from consortium banks namely Canara Bank, State Bank of India, Bank of Baroda, Punjab National Bank and Axis Bank are secured by second charge created / to be created on the immovable assets of the Company. Loans from Sundaram Finance Limited and Kotak Mahindra Bank for specific assets are secure against hypothecation of specific items of assets financed for. Loan from LIC of India is against pledge of Key Man Policy. All the secured and unsecured loans other than public deposits have been further secured by way of Personal Guarantees by two Promoter Directors of the Company to the extent applicable.

12. Non-Current Liabilities	As at 31 March, 2023	As at 31 March, 2022
Deferred Tax Liability		
Opening balance as on 01-04-2022	2,378.81	2,221.43
ADD: Provision for the year	76.77	157.38
Restated opening Balance at the beginning of year	2,455.58	2,378.81
ADD: Provision for the year		-
Deferred Payment Liabilities	2,455.58	2,378.81
Less: Deferred Tax Asset- MAT Credit		
Others MAT Credit		
Opening Balance	834.12	834.12
Add: Provided for the year	120.83	-
Less: MAT Credit Reversed	-	-
Closing Balance	954.95	834.12
Deferred Tax Liability (Net)	1,500.63	1,544.69

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

The Company had calculated Deferred tax asset/Liability using the rates that were prescribed for Minimum Alternate Tax (MAT) during the previous years as the management was of opinion that MAT rate best reflected the value of DTL/DTA as on reporting date.

During the current financial year, the Company has , Restated /trued up the calculation of Deferred Tax Assets/Liabilities using the rate at which the normal income taxes would be payable by the company as per IND AS 12

13. Other long-term liabilities

Particulars	As at 31 March, 2023	As at 31 March, 2022
(a) Trade Payables:		
(i) Acceptances	-	-
(ii) Other than Acceptances	-	-
(b) Lease Liabilities	227.60	172.66
Total	227.60	172.66
Employee Benefits	-	-
Others	-	-
Total	-	-

14. Trade payables

Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade payables:		
Acceptances	59.98	254.54
Other than Acceptances	2,494.54	1,637.51
Total	2,754.52	1,892.05

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	11.91				11.91
(ii) Others	2,592.60	150.01			2,742.61
(iii) Disputed dues-MSME	-				-
(iv) Disputed dues - Others	-				-

15. Borrowings

	As at 31 March, 2023	As at 31 March, 2022
Bonds and Debentures		
Loans repayable on demand from Banks:		
From Banks		
Secured	6,361.70	6,511.29
Unsecured	-	-
Total	6,361.70	6,511.29

The Cash Credit and other working capital facilities from the consortium of Bankers namely, Canara Bank, State Bank of India, Bank of Baroda, DBS Bank India Ltd, Punjab National Bank and Axis Bank are secured by way of hypothecation of Raw materials, Stock in Process, Finished Goods, Book Debts and Goods meant for export on pari-passu basis and further secured by way of first charge on immovable assets of the company and second & subsequent charge on the whole of the movable/Fixed Assets of the Company. These borrowings are further secured by way of Personal Guarantees by two Promoter Directors of the Company to the extent applicable.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

16. Other Current Liabilities	As at 31 March, 2023	As at 31 March, 2022
Advances from Customers	207.16	375.61
Term Loan Instalments payable within one year	1,096.88	843.38
Deposits - DLR	68.22	68.57
Statutory remittances	409.93	166.73
(i) Contributions to PF and ESIC, Withholding Taxes, Excise Duty, GST, Service Tax, etc.		
(ii) Contractually reimbursable expenses	3.18	1.34
(iii) Salary & Wages Payable	295.99	310.13
(iv) Outstanding Liabilities for Expenses	131.68	37.68
(v) Interest accrued on borrowings	-	-
(vi) Bank Current Account	-	-
Total	2,213.04	1,803.44
17. Provisions	As at 31 March, 2023	As at 31 March, 2022
Employee Benefits	71.58	66.13
Current Tax Provision	117.43	11.54
Total	189.01	77.67

18. Revenue from operations

Particulars		For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a)	Sale of products	11,630.14	8,224.24
(b)	Sale of services	5,585.98	4,054.22
(c)	Other operating revenues	24.56	13.17
		17,240.68	12,291.64
	Less:		
(d)	Excise duty	-	-
	Total	17,240.68	12,291.64
(i)	Sale of products comprises		
	Manufactured goods	10,125.85	6,595.36
	Traded goods	1,504.29	1,628.88
	Total - Sale of products	11,630.14	8,224.24
(ii)	Sale of services comprises		
	Service - Earth Work	5,585.98	4,054.22
	Service - Road Work	-	-
	Total - Sale of services	5,585.98	4,054.22
(iii)	Other operating revenues comprise:		
	Sale of Scraps	24.56	13.17
	Transportation & Loading & Unloading	-	-
	Total - Other operating revenues	24.56	13.17

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

19. Other income			
Particulars		For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a)	Interest income	21.25	19.90
(b)	Dividend income: Associates	63.30	63.30
(c)	Other non-operating income (net of expenses directly attributable to such income)	15.56	58.38
	Total	100.11	141.58
(i)	Interest income comprises: Interest from banks on: Deposits	14.05	19.90
	Income Tax Refund	7.20	
	Total - Interest income	21.25	19.90
(ii)	Other non-operating income comprises: Other Income	0.70	0.70
	Insurance Claim Received	2.61	5.44
	Profit on sale of fixed assets [net of expenses directly attributable	-	40.24
	Prior period items (net) (Refer Note (iii) below)	-	-
	Miscellaneous income [net of expenses directly attributable	0.02	0.17
	Rent Received	12.23	11.83
	Total - Other non-operating income	15.56	58.38
(iii)	Details of Prior period items (net) Prior period income - VAT Refund	-	-
	Prior period expenses	-	-
	Total	-	-
20. Cost of materials consumed			
Particulars		For the year ended 31 March, 2023	For the year ended 31 March, 2022
	Opening stock	4,098.79	4,140.29
	Add: Purchases	3,453.99	2,598.02
		7,552.78	6,738.31
	Less: Closing stock	3,663.11	4,098.79
	Cost of material consumed	3,889.67	2,639.52
	Material consumed comprises: Clay	2,218.59	1,538.14
	Glaze & Pigments	1,290.31	817.72
	Packing Material	378.75	281.41
	Other items	2.02	2.25
	Total	3,889.67	2,639.52
Purchase of traded goods			
	Traded goods	1,204.31	1,339.13
	Total	1,204.31	1,339.13

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)
21. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Inventories at the end of the year:		
Finished goods	4,045.58	3,514.75
Work in progress	2,061.08	1,916.64
Stock-in-trade	-	-
	6,106.66	5,431.39
Inventories at the beginning of the year:		
Finished goods	3,514.75	2,878.83
Work-in-progress	1,916.64	1,980.42
Stock-in-trade	-	-
	5,431.39	4,859.25
Net (increase) / decrease	(675.27)	(572.14)

22. Employee benefits expense

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Salaries and wages	1,803.76	938.75
Contributions to provident and other funds	60.74	61.64
Staff welfare expenses	621.55	511.36
Defined Benefit Obligation - Gratuity	13.04	14.33
Defined Benefit Obligation - Leave Encashment	16.05	13.81
Other Employee Benefit Expenses	-	4.48
Total	2,515.14	1,544.37

23. Finance costs

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a) Interest expense on:		
(i) Borrowings TL CC	992.02	973.39
(ii) Trade payables FC	184.07	186.48
(iii) Others		
Interest on Lease Liabilities	25.79	14.00
Int Security deposits	4.03	4.04
Int Income Tax	-	-
(b) Other borrowing costs	130.50	151.85
Total	1,336.41	1,329.75

24. Other expenses

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Consumption of stores and spare parts	431.97	337.70
Consumption of loose tools	-	-
Consumption of packing materials	-	-
Increase / (decrease) of excise duty on inventory	-	-
Subcontracting	88.08	24.64
Power and fuel	4,727.22	2,720.19

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Rent	25.36	29.39
Repairs and maintenance - Buildings	13.88	7.11
Repairs and maintenance - Machinery	16.39	17.77
Repairs and maintenance - Others	110.89	90.37
Insurance	175.50	95.08
Rates and taxes	162.43	286.76
Communication	16.94	17.75
Travelling and conveyance	291.79	279.01
Printing and stationery	24.78	17.94
Freight and forwarding	646.15	489.63
Sales commission	15.86	12.75
Sales discount	192.45	115.84
Export Expenses	16.32	49.38
Business promotion	14.96	9.52
Donations and contributions	0.44	0.12
Legal and professional	120.29	39.71
Payments to auditors	6.00	6.00
Directors Sitting Fees	8.10	7.70
Advertisement & Publicity	2.69	1.64
Sales Promotion Expenses	1.73	1.33
Selling & Distr.expenses-Others	66.05	35.43
Security Charges	18.73	17.23
CSR payments	-	5.70
Loss on fixed assets sold / scrapped	-	16.85
Miscellaneous expenses	28.79	20.46
Total	7,223.76	4,752.98
(i) Payments to the auditors comprises		
As auditors - statutory audit	3.00	3.00
For taxation matters	0.50	0.50
For management services	0.50	0.50
Reimbursement of expenses	2.00	2.00
Total	6.00	6.00

25. Disclosures under Accounting Standards
25.1 Employee benefit plans
25.1.a DEFINED CONTRIBUTION PLANS

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised **Rs. 36,48,135** (Year ended 31st March, 2022 Rs. 36,67,795) for Provident Fund contributions and **Rs. 18,50,661** (Year ended 31st March, 2022 Rs. 17,75,661) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of schemes.

25.1.b DEFINED BENEFIT PLANS

The Company offers the following employee benefit schemes to its employees :

- i. **Gratuity** : The following tables sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements :

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

Particulars	Year ended 31 st March 2023	Year ended 31 st March 2022
	Gratuity	Gratuity
A Change in Defined Benefit Obligations (DBO) during the year		
Defined Benefit Obligation at the beginning of the year	287.56	327.61
Current service cost	16.76	16.28
Interest Expense	20.42	22.61
Benefit Payment from Plan Assets	(76.70)	-
Remeasurement - Due to Financial Assumptions	(3.56)	(2.16)
Remeasurement - Due to Experience Adjustments	51.08	(76.78)
Present value of DBO at the end of the year	295.56	287.56
B Change in Fair Value of Plan Assets during the year:		
Fair Value of Plan Assets at the beginning of the year	378.34	354.89
Interest Income	24.20	24.56
Actual company contributions	1.75	2.00
Employers Contribution	(1.07)	(3.10)
Benefit Payments from Plan Assets	(76.71)	-
Plan assets at the end of the year	326.52	378.34
Actual return on plan assets	16.76	16.28
C Components of Defined Benefit Cost		
Current service cost	16.76	16.28
Interest Expenses on DBO	20.42	22.61
Interest (Income) on Plan Assets	(24.20)	(24.56)
Total Net Interest Cost	(3.78)	(1.95)
Defined Benefit Cost included in P & L	12.98	14.33
Remeasurement - Due to Financial Assumptions	(3.56)	(2.16)
Remeasurement - Due to Experience Adjustments	51.08	(76.78)
(Return) on Plan Assets (Excluding Interest Income)	1.07	3.10
Total Remeasurements in OCI	48.60	(75.83)
Total Defined Benefit Cost recognised in P & L and OCI	(61.57)	(61.50)
D Amount Recognised in the Statement of Financial Position		
Defined Benefit Obligation	295.56	287.56
Fair Value of Plan Assets	326.52	378.34
Fund Status	(30.96)	(90.78)
Effect of Assets Ceiling/Onerous Liability	-	-
Net Defined Benefit Liability/(Assets)	(30.96)	(90.78)
E Net Defined Benefit Liability/(Assets) Reconciliation		
Net Defined Benefit Liability/(Assets) at Beginning of the year	(90.76)	(27.28)
Defined Benefit Cost included in P & L	12.98	14.33
Total Remeasurements included in OCI	48.60	(75.83)
Employers Contributions	(1.75)	(2.00)
Net Defined Benefit Liability/(Assets) at end of year	(30.96)	(90.78)
Weighted Average Asset Allocations at the year end		
Government Bonds	-	-
PSU bonds	-	-
Equity Mutual funds	-	-
Insurance Policies	100%	100%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

Actuarial assumptions			
Discount rate		7.40%	7.10%
Salary escalation		6.00%	6.00%

26. Additional information to the financial statements

	Particulars	As at 31 March, 2023	As at 31 March, 2022
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26.1 Contingent liabilities and commitments (to the extent not provided for)

(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt (give details)	-	-
	(b) Guarantees	163.04	269.93
	(c) Letters of Credit established with Banks	650.41	1,752.85
(ii)	Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets	63.83	175.65
		63.83	175.65

26.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

	Particulars	As at 31 March, 2023	As at 31 March, 2022
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	11.91	13.41
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv)	The amount of interest due and payable for the year	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

26.3 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:				
	Name of the party	Relationship	Amount outstanding as at 31.03.2023	Maximum balance outstanding during the year
	Murudeshwar Power Corporation Pvt. Ltd.	Associates	297.88	297.88
	RNS Powers Ltd.	Associates	610.15	610.15

Note: Figures in bracket relate to the previous year.

II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

	As at 31 March, 2023		As at 31 March, 2022	
	Payable	Payable in Foreign currency	Payable	Payable in Foreign currency
	(Rs. in lakhs)	(indicate amount with currency)	(Rs. in lakhs)	(indicate amount with currency)
	76.96	US\$ 93,600	315.93	US\$ 410,830
26.4 Value of imports calculated on CIF basis@:				
	Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022	
	Raw materials	-	-	
	Components	105.75	44.70	
	Spare parts	321.16	39.40	
	Total Components and spare parts	426.90	84.10	
	Capital goods	2,742.46	0.60	
26.5	Expenditure in foreign currency :			
	Travel	-	-	
26.6 Details of consumption of imported and indigenous items				
		For the year ended 31 March, 2023		
		(Rs. In Lakhs)	%	
Imported				
Raw materials		9.66	8.20	
		(5.44)	5.85	
Components		79.82	67.80	
		(52.01)	55.91	
Spare parts		28.25	24.00	
		(35.57)	38.24	
Total		117.73	100.00	
		(93.02)	100.00	
Indigenous				
Raw materials		3,880.01	92.30	
		(2,634.09)	91.33	
Components		83.84	1.99	
		(51.17)	1.77	
Spare parts		240.06	5.71	
		(198.94)	6.90	
Total		4,203.91	100.00	
		(2,884.20)	100.00	
Note: Figures / percentages in brackets relates to the previous year				

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)
27. Disclosures under Accounting Standards
For the year end 31st March, 2023
27.1 Segment information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Ceramic Tiles and Vitrified Tiles. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographic segments of the Company are Americas (including Canada and South American countries), Europe, India and Others.

Business Segments

	Particulars	Sale of Product	Sales of Services	Total
	Revenue	11,654.70	5,585.98	17,240.68
	Inter-segment revenue	-	-	-
	Total	11,654.70	5,585.98	17,240.68
	Less: Central Excise	-	-	-
	Net Revenue	11,654.70	5,585.98	17,240.68
	Segment result	378.42	280.51	658.93
	Unallocable expenses (net)	-	-	-
	Operating income	-	-	-
	Other income (net)	-	-	78.14
	Profit before taxes	-	-	737.07
	Tax expense	-	-	76.77
	Net profit for the year	-	-	660.30
27.2	Segment assets	48,517.83	2,421.70	50,939.53
	Unallocable assets	-	-	3,091.67
	Total assets	48,517.83	2,421.70	54,031.20
	Segment liabilities	14,745.46	1,143.70	15,889.16
	Unallocable liabilities	-	-	38,142.04
	Total liabilities	14,745.46	1,143.70	54,031.20
	Other information	-	-	-
	Capital expenditure (allocable)	33,772.37	1,278.00	35,050.37
	Capital expenditure (unallocable)	-	-	-
	Depreciation and amortisation (allocable)	850.16	259.54	1,109.70

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

27.3	Related party transactions	
	Details of related parties:	
	Description of relationship	
	Associates	M/s. RNS Infrastructure Ltd. M/s. Murudeshwar Power Corp. Pvt. Ltd. M/s. Naveen Hotels Pvt. Ltd. RNS Motors Pvt. Ltd. R N Shetty Trust R N S Trust
	Key Management Personnel (KMP)	Shri Satish R Shetty Shri Sunil R Shetty Shri Naveen R Shetty Shri Karan S Shetty
	Relatives of KMP	Satish R Shetty, Sunil R Shetty and Naveen R Shetty are sons of DR. R N Shetty Sudha R Shetty , wife of Dr. R N Shetty
	Company in which KMP / Relatives of KMP can exercise significant influence	Above mentioned Associate Companies
	Note : Related parties have been identified by the management	

Details of related party transactions during the year ended 31 March, 2023 and balances outstanding as at 31 March, 2023:

	Associates	Total
Purchase of goods	340.45 (174.13)	340.45 (174.13)
Sale of goods	64.85 (179.75)	64.85 (179.75)
Sale of fixed assets	-	-
Purchase of Fixed Assets	365.32 (115.50)	365.32 (115.50)
Rendering of services RNS Infrastructure Ltd	6,449.96 (4,459.64)	6,449.96 (4,459.64)
Investment in Shares	-	-
Receiving of services	5.05 (2.07)	5.05 (2.07)
Dividend Received	63.30 (63.30)	63.30 (63.30)
Issues of Equity	370.90 (353.24)	370.90 (353.24)
Issues of Share Warrant	401.85	401.85
Balances outstanding at the end of the year		
Trade receivables	4.66 (196.14)	4.66 (196.14)
Trade payables	43.92 (174.60)	43.92 (174.60)

Note: Figures in bracket relates to the previous year

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd..)
(Rs. in Lakhs)

28. Disclosures under Accounting Standards (contd.)			
Particulars		For the year ended 31 March, 2023	For the year ended 31 March, 2022
28.1	Earnings per share		
	Basic		
28.1.a	Continuing operations		
	Net profit / (loss) for the year from continuing operations	617.76	271.35
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	617.76	271.35
	Weighted average number of equity shares	5,70,08,412.75	5,49,47,871
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	1.08	0.49
28.2	Income Tax Expenses in Profit & Loss Account		
	Consist of following:		
	Current Tax	105.88	(19.90)
	Prior Period Tax	-	-
	Deferred Tax	76.77	157.38
	MAT Credit Entitlement	120.83	-
	Total Tax Expenses	61.82	137.48
	Reconciliation of taxes to the amount computed by applying the statutory income tax rates to the income before taxes is summarised below:		
28.3	Profit before taxes:	737.07	372.08
	Applicable rate	27.82%	27.82%
	Computed tax charges	105.88	(19.90)
	Less : Tax effected due to difference in tax rates	-	-
	Less : Reversal of Excess provision for previous year	-	-
	Add: (Increase) Decrease in Deferred tax liability	76.77	157.38
	Less : Increase (Decrease) in Deferred Tax Asset	-	-
	Less: Mat credit entitlement	120.83	-
	Total Tax Expenses	61.82	137.48
	Less : Total Expenses as per P & L	61.82	137.48
	Balance	Nil	Nil

Independent Auditor's Report

To the Members of Murudeshwar Ceramics Limited

Report on the Audit of Consolidated Ind AS Financial Statement
Opinion

We have audited the Consolidated Ind AS financial statements of **Murudeshwar Ceramics Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

we have determined the matters described below to be the Key Audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>1. Inventory</p> <p>The Value of inventory as at 31.03.2023 is 11799.75 lakhs which is 21.83% of total asset value. given the size of the inventory balance relative to the total asset size of the company, the valuation of inventory required significant audit attention</p> <p>As disclosed in the notes forming part of statement of accounts inventories are held at the lower of cost or net realisable value determined using weighted average cost</p> <p>The determination of valuation of inventory requires management to exercise qualitative judgments and apply assumptions</p>	<p>We have performed the following procedures w.r.t valuation of the inventory and assessment of procedures of physical verification of inventory during the period to ensure accuracy of inventory reporting</p> <p>On a sample basis, we tested the net realisable value of inventory to recent selling prices.</p> <p>We have also considered the stock audit report by stock auditors engaged by the lending bank to ensure that there are no inconsistencies in reporting.</p> <p>At the year end the valuation of inventory is reviewed by management and cost of inventory is revalued where inventory is forecast to be sold below cost.</p> <p>In the view of the management, basic raw material used is clay for manufacturing of tiles and the same being a natural resources, does not have any depletion in value over the passage of time.</p>

Key Audit Matter	Auditor's Response
<p>2. Property, Plant and Equipment</p> <p>Additions to Fixed assets during the year were 8237.15 lakhs(including CWIP of the previous year). Inappropriate timing of capitalization of project/inappropriate classification of categories of the items of PPE could result in material misstatement of CWIP/PPE with consequent impact on depreciation charge and results for the year</p>	<p>Our audit procedures included testing the design, implantation and operating effectiveness of controls in respect of review of capitalization of assets, particularly in respect of timing of the capitalization and recording of additions to items of various categories of PPE with source documentation, substantive testing of appropriateness of cut-off date considered for project capitalization.</p> <p>We tested the source documentation to determine whether the expenditure is of capital nature and has been approved and segregated into appropriate categories. We reviewed operating expenses to determine the appropriateness of accounting.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Ind AS financial statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the state of affairs, profit / loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, Including Indian Accounting Standard (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Ind AS financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Consolidated Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

Communication with those charged with governance

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated financial statements include the Group's share of net profit of 25.45 lakhs for the year ended 31st March, 2023, as considered in the consolidated financial statements, in respect of associate, whose financial statements have not been audited by us. These financial statements of associate have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with regard to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Ind AS financial statements;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued there under.
 - (e) On the basis of the written representations received from the Directors of the Company as on 31 March 2023 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in “Annexure A”, which is based on the auditors’ report of the company.
 - (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (iv) (a) The Company’s Management and the Board of Directors have represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Company’s Management and the Board of Directors have represented, that, to the best of their knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
 - v. The company has not declared/paid any dividend during the financial year under audit.
 - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure B**, a statement on the matters specified in the paragraph 3 and 4 of the order.

**For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 010463S**

**Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN – 23217422BBGRVHV4687**

**Place: Bengaluru
Date: 29.05.2023**

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal & Regulatory Requirement' of our report to the members of Murudeshwar Ceramics Limited of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of Murudeshwar Ceramics Limited

We have audited the internal financial controls over financial reporting of **Murudeshwar Ceramics Limited** ("the Company") as of 31 March 2023 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. The Guidance Note and those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to the consolidated financial statements and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 010463S

Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN - 23217422BBGRVHV4687

Place: Bengaluru
Date: 29.05.2023

Annexure "B" to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal & Regulatory Requirement' of our report to the members of Murudeshwar Ceramics Limited of even date)

- i. In respect of the Company's Property Plant and Equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
(B) Based on the information and explanations made available to us, the company do not have any Intangible assets.
 - (b) The property, plant and equipment were physically verified by the management in accordance with a regular program of verification which, in our opinion, provides for physical verification of fixed assets at regular intervals. According to the information and explanations given to us, no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the Consolidated financial statements, the lease agreements are in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii. (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification of the inventory.

- (b) Based on the information and explanations given to us and documents verified by us, During the year the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from State Bank of India, Bank of Baroda, Etc on the basis of security of current assets. The quarterly returns / statements filed by the Company with Banks are not in agreement with the books of account of the Company. The quarterly details submitted to the banker and variances are as under -

MONTH	Value of Current assets as per books of accounts (Stock+WIP+Debtors-Creditors) (a)	Total Value of stocks and book debts as per statement given to bank (b)	Difference (c = a-b)
Jun-22	11,393.19	10,705.27	687.92
Sep-22	11,818.01	10,570.08	1247.93
Dec-22	11,586.67	10,404.46	1182.21
Mar-23	11,723.37	10,817.34	906.03

- iii. According to the information and explanations given to us, the company has not granted the loans/advances, secured or unsecured to the Companies, firms, Limited Liability Partnerships or any other parties except the guarantee given to RNS Infrastructure Limited as detailed under and hence reporting under clause 3(III) (a), (c), (d), (e), (f) of the Order are not applicable to the company and hence not commented there upon.

(a) (B) Details of the guarantee given by the company

Guarantee given during the year	Guarantee as at the end of the year
Rs. 350 Crores	Rs. 350 Crores

- (b) In our opinion, the investments made during the year and guarantee given are, prima facie, not prejudicial to the Company's interest.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and securities, as applicable.
- v. The Company has not accepted any deposits from the public during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Duty of Customs, Cess and other material statutory dues applicable to it with the appropriate authorities.
- b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Duty of Customs, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable. However, income tax TCS of Rs.28,085/- was due for payment & was outstanding for more than 6 months, but the same is paid on 12.05.2023.
- c) Details of dues of income tax, excise duty and custom duty which have not been deposited as at 31.03.2023 on account of dispute are as under:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which Relates	Remarks
The Income Tax Act, 1961	Income Tax	Appellate Tribunal	AY 2007-2008 to 2015-16	Disallowances of expenses and additions to income, Carry forward loss hence no tax demand arises
The Income Tax Act, 1961	Income Tax	CIT Appeals	AY 2006-2007	Disallowances of expenses and additions to income, Tax is paid under MAT, no additional demand

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as Income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) The term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or joint ventures and hence, reporting under clause 3(ix)(e) of the Order is not applicable for the year under report.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associate or joint ventures and hence, reporting on clause 3(ix)(f) of the Order is not applicable for the year under report.
- x. (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments except term Loans which is applied for the purpose for which the same is raised.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of shares (Converted Share Warrants into Equity Shares) to Murudeshwar Power Corporation Private Limited. The requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi. (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (b) As per information and explanations given to us, no whistle blower complaints were received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company, in determining the nature, timing and extent of our audit procedures and reporting.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him and hence reporting under the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. (a) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and hence reporting under the provisions of clause 3 (xvi) (a), (b) & (c) of the Order are not applicable to the Company.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit & in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In our opinion, there are no ongoing projects towards Corporate Social Responsibility (CSR) requiring a transfer to special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.
- xxi. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("CARO") issued by the Central Government of India in terms of Section 143(11) of the Act, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the companies included in the consolidated financial statements.

**For K G Rao & Co.
Chartered Accountants
Firm Registration Number - 010463S**

**Sd-
Krishnaraj K
Partner
(Membership Number - 217422)
UDIN - 23217422BBGRVHV4687**

**Place: Bengaluru
Date: 29.05.2023**

Audited Financial Statement From 01 APRIL 2022 To 31 MARCH 2023
Consolidated Balance Sheet as at 31st March, 2023
(Rupees in lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
ASSETS			
1 - Non Current Assets			
(a) Property, plant and equipment	3	29,543.31	29,639.26
(b) Capital work-in-progress		7,832.96	606.65
(c) Investment Property		117.32	120.23
(d) Goodwill			
(e) Other Intangible assets			
(f) Intangible assets under development			
(g) Biological Assets Other than bearer plants			
(h) Financial assets			
(i) Investments	4	991.03	965.58
(ii) Trade Receivables		-	
(iii) Loans			
(i) Deferred tax Assets (Net)		-	-
(j) Other non-current assets	5	266.20	285.38
Total non - current Assets (A)		38,750.82	31,617.10
2 - Current Assets			
(a) Inventories	6	11,799.76	11,213.73
(b) Financial assets			
(i) Investments			
(ii) Trade Receivables	7	1,646.19	2,208.76
(iii) Cash and cash equivalents	8	173.79	604.65
(iv) Bank balances other than (iii) above			
(v) Loans			
(vi) Others			
(c) Current Tax Assets (Net)			
(d) Other current assets	9	1,728.16	1,930.11
Total current assets (B)		15,347.90	15,957.25
Total Assets (A+B)		54,098.72	47,574.35
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	10	5,769.53	5,494.79
(b) Other equity		29,634.23	28,485.36
Total equity		35,403.76	33,980.15
LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	5,448.44	1,592.41
(ia) Lease Liabilities	13	227.60	172.66
(ii) Trade payables	13		-
(A) total outstanding dues of micro enterprises and small enterprises			-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises			-

Particulars	Notes	March 31, 2023	March 31, 2022
(iii) Other financial liabilities (other than those specified in item (b), to be specified)			-
(b) Provisions			
(c) Deferred Tax Liabilities (Net)	12	1,500.63	1,544.69
(d) Other Non Current Liabilities			
Total non-current liabilities (A)		7,176.67	3,309.76
2 - Current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	6,361.70	6,511.29
(ia) Lease Liabilities			
(ii) Trade payables	14	2,754.52	1,892.04
(A) total outstanding dues of micro enterprises and small enterprises		11.91	13.41
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		2,742.61	1,878.63
(iii) Other financial liabilities		-	-
(b) Other current liabilities	16	2,213.04	1,803.44
(c) Provisions	17	189.01	77.67
(d) Current Tax Liabilities (Net)			
Total Current Liabilities (B)		11,518.28	10,284.44
Total Equity and Liabilities (A+B)		54,098.72	47,574.35

In terms of our report attached

For **K.G.RAO & Co.**

Chartered Accountants

ICAI FIRM REGN. No.: 010463S

By Order of the Board

For **MURUDESHWAR CERAMICS LIMITED**

Sd-

KRISHNARAJ K

Partner

Membership No.:217422

Sd-

SATISH R SHETTY

Chairman & Managing Director

(DIN 00037526)

Sd-

NAVEEN R SHETTY

Director

(DIN 00058779)

Sd-

N M HEGDE

Vice President (Finance) & CFO

Sd-

ASHOK KUMAR

Company Secretary

Place : Bengaluru

Date : 29.05.2023

Audited Financial Statement From 01 APRIL 2022 To 31 MARCH 2023
Consolidated Statement of Profit and Loss for the year ended 31st March, 2023 (Rupees in lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
I. REVENUES:			
Revenue from operations	18	17,240.68	12,291.63
Other Income	19	100.11	141.58
Total Income		17,340.79	12,433.21
II. EXPENSES:			
Cost of materials consumed	20	3,889.67	2,639.52
Purchase of Stock in Trade		1,204.31	1,339.13
Changes in inventory of finished goods and work-in progress	21	(675.27)	(572.14)
Employee benefit expenses	22	2,515.14	1,544.37
Finance costs	23	1,336.41	1,329.75
Depreciation and amortisation expense	3	1,109.70	1,027.52
Other expenses	24	7,223.76	4,752.98
Total Expenses		16,603.72	12,061.13
III. Profit/(loss) before exceptional items and tax (I-II)		737.07	372.08
IV. Tax Expense			
Current Tax		120.83	-
Deferred tax		76.77	157.38
Deferred Tax Provision for Earlier years Reversed		-	-
Less : MAT Credit Entitlement		120.83	-
Add : MAT Credit Reversed		-	-
Total tax expense		76.77	157.38
VI. Profit/(loss) for the period from continuing operations		660.30	214.70
VII. Other comprehensive income			
(a) (i) Items that will not be reclassified to profit or loss			
-Remeasurement of Defined benefit plans		(57.48)	76.55
-Others			
(ii) Income tax relating to items that will not be reclassified to profit or loss		14.94	(19.90)
(b) (i) Items that may be reclassified to profit or loss			
-Exchange differences in translating financial statements of a foreign operation			-
-Debt instruments through other comprehensive income			
Total other comprehensive income		(42.54)	56.65
VIII. Total comprehensive income for the period (V+VI)		617.76	271.35
<i>(Comprising Profit(Loss) and Other Comprehensive Income for the year)</i>			
IX. Profit/(Loss) for the year attributable to :			
- Associate (RNS Power Limited)		25.45	(48.95)
X. Total comprehensive income for the period (VII+VIII)		643.21	222.40
<i>(Comprising Profit(Loss) and Other Comprehensive Income for the year)</i>			
XI. Earnings per equity share (for discontinued & continuing operation):			
Basic Rs.		1.13	0.40
Diluted Rs.		1.07	0.39

In terms of our report attached
For K.G.RAO & Co.
Chartered Accountants
ICAI FIRM REGN. No.: 010463S

Sd-
KRISHNARAJ K
Partner
Membership No.:217422

Place : Bengaluru
Date : 29.05.2023

By Order of the Board
For MURUDESHWAR CERAMICS LIMITED

Sd-
SATISH R SHETTY
Chairman & Managing Director
(DIN 00037526)

Sd-
N M HEGDE
Vice President (Finance) & CFO

Sd-
NAVEEN R SHETTY
Director
(DIN 00058779)

Sd-
ASHOK KUMAR
Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO BALANCE SHEET
FOR THE PERIOD FOR APRIL 2022 TO MARCH - 2023**

(Rupees in lakhs)

	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax & extra - ordinary items	737.07	372.08
Adjustments for:		
Net Profit/(Loss) of the Associate	25.45	(48.95)
Depreciation	1109.70	965.10
Interest Paid	1017.82	987.39
Rent Received	(12.23)	(11.83)
Loss on Sale of Fixed Assets	-	16.85
Profit on Sale of Assets	-	(40.24)
Interest Income on Investments	(21.25)	(19.90)
Dividend received	(63.30)	(63.30)
Provision for taxation	-	-
Remeasurement of defined benefit plans	(57.48)	56.65
Operating profit before working capital changes	2735.80	2213.85
Adjustments for:		
Increase/(Decrease) in Long Term Liability	54.94	10.71
Decrease / (Increase) in Inventories	(586.03)	(764.17)
Decrease / (Increase) in Trade receivables	562.60	955.90
Increase / (decrease) in Trade Payables	862.48	(131.17)
Decrease/(Increase) in Short term loans & advances		
Decrease/(Increase) in Other Current Assets	326.75	(252.60)
Decrease/(Increase) in Long Term Loans & Advances	19.18	495.03
Increase / (decrease) in Other Current Liabilities	409.60	(128.14)
Increase / (decrease) in Short Term Provisions	5.45	12.41
Cash generated from operations	4390.73	2411.82
Taxes paid	(124.80)	(97.73)
Cash flow before extra - ordinary item		
Net Cash from Operating Activities	4265.93	2314.09
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(8,237.15)	(936.30)
Sale of fixed assets	-	124.30
Interest received	21.25	19.90
Dividend received	63.30	63.30
Rent received	12.23	11.83
Investments	(25.45)	(575.29)
Net cash flow from investing activities	(8,165.82)	(1,292.26)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long term Borrowings repaid	3856.03	121.49
Short Term Borrowings repaid	(149.59)	(335.85)
Proceeds from Issue of Share Capital	494.53	470.98
Issue of Share Warrants	278.22	(117.75)
IND AS Transition Reserve	7.66	(0.07)
Change in reserve	-	91.01
Interest paid	(992.02)	(973.39)

	2022-23	2021-22
Interest on Lease Liabilities	(25.79)	(14.00)
Net cash used in Financial activities	3469.04	(757.58)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(430.86)	264.25
CASH AND CASH EQUIVALENTS AS ON 31.03.2022	604.65	340.40
CASH AND CASH EQUIVALENTS AS ON 31.03.2023	173.79	604.65

NOTES TO THE CASH FLOW STATEMENT
CASH AND CASH EQUIVALENT:

Cash and cash equivalents consists of cash on hand and balances with Banks and Investments in money market instruments. Cash and cash equivalents included in the cash flow statement comprise the following Balance Sheet amounts.

	2022-23	2021-22
Cash on hand and balances with banks	173.79	604.65
Short Term investments	-	-
Cash and cash equivalents effect of changes in Exchange rates	-	-
Cash and cash equivalents as restated	173.79	604.65

CERTIFICATE

We have examined the above Cash Flow Statement of Murudeshwar Ceramics Ltd., for the year ended 31.03.2023 and certify that the said statement has been prepared by the Company in accordance with IND AS-7 issued by the institute of Chartered Accountants of India and as per requirements of Listing Agreements with Stock Exchanges and is based on and is in agreement with Profit & Loss Account and Balance Sheet of the Company for the year ended on 31.03.2023.

For K.G. RAO & Co.
Chartered Accountants
ICAI FIRM REGN. No.: 010463S

Sd-
KRISHNARAJ K
Partner
Membership No.:217422

Place : Bengaluru
Date : 29.05.2023

Sd-
N M HEGDE
Vice President (Finance) & CFO

By Order of the Board
For MURUDESHWAR CERAMICS LIMITED

Sd-
ASHOK KUMAR
Company Secretary

Sd-
SATISH R SHETTY
Chairman & Managing Director
(DIN 00037526)

Sd-
NAVEEN R SHETTY
Director
(DIN 00058779)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**1. Corporate Information**

Murudeshwar Ceramics Limited (the Company) was established in the year 1983. The Company is manufacturing and trading Ceramic and Vitrified floor & wall Tiles. The Registered Office of the Company is at 604/B, Murudeshwar Bhavan, Gokul Road, Hubli – 580 030 and the Corporate Office is at Naveen Complex, 7th Floor, 14, M.G.Road, Bengaluru – 560 001. The Company is having 2 manufacturing plants at Sira, Dist. Tumkur and Karaikal, Pondicherry. The Company trading Vitrified Tiles and Ceramic Tiles sourced through job work basis as well. The Company's products are branded as "Naveen Ceramic Tiles" and "Naveen Diamontile". The Company is having well established marketing network all over the country.

2. Significant Accounting Policies**i. Basis of Preparation**

These financial statements are separate financial statements prepared in accordance with Indian Accounting Standards ("Ind AS"), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

Basis of measurement

The financial statements have been prepared on the historical cost basis except certain financial assets and liabilities which are required to be measured at fair value as per Ind AS.

ii. Use of estimates and judgment

In the application of the Company's accounting policies, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Current / Non-Current Classification

The Company recognizes any asset or liability as current if it satisfies any of the following conditions:

- a) Asset/Liability is expected to be realized/settled during the company's normal operating cycle.
- b) The asset is intended for sale or consumption.
- c) The Asset/Liability is held primarily for the purpose of trading.
- d) The Asset/Liability is expected to be realized/settled within 12 months after the reporting period.
- e) The Asset is cash/cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- f) In the case of the liability, the company does not have an unconditional right to defer the settlement of liability for at least 12 months after the reporting date.

All other assets/liabilities are classified as non-current.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)**Estimation of uncertainties relating to the global health pandemic from COVID-19 ("COVID-19"):**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company financial statements may differ from that estimated as at the date of approval of these financial statements.

3. Revenue

- i) Disclosure as per Ind AS 115 "Revenue from contract with Customers - Revenue from contract from customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the company is expected to be entitled to in exchange for those goods or services. The Transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by company as part of the contract. Revenue is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.
- ii) Sale of Products - Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time that is, when the material is shipped to the customer or on delivery to the customer as may be specified in the contract.
- iii) Rendering of Services - The Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligations for the services rendered. The company uses output method for measurement of revenue from services.
- iv) Interest - Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- v) Dividend - Revenue is recognized when the shareholders' or unit holders' right to receive payment is established, which is generally when shareholders approve the dividend.
- vi) Rental Income - Rental income from the properties given on lease (net of any incentives given to the lessees) is recognized on accrual basis over the lease term.

4. Expenses

All expenditures are accounted on accrual basis after reducing any specific income attributable to such expenditure.

5. Property, plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalized as the activities undertaken to improve the economic benefits expected to arise from the asset.

Capital Work in Progress

The cost of assets not ready for intended use, as on the balance sheet date, is shown as Capital Work in Progress.

Depreciation com

mences when the assets are ready for their intended use

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of Plant and Machinery and Factory building, in those case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Depreciation is provided on estimated useful lives of the assets as per Schedule – II of the Companies Act, 2013 except for the following assets where the useful life has been estimated based on the technical estimate.

Assets	Estimated Life	Life as per Schedule-II
Plant & Machinery	25-30 Years	20 Years
Building/Factory	50 Years	60 Years

Amounts spent on Site preparation at Quarry for mining of Clay have been capitalized under the head Building - Others and Depreciation provided accordingly.

No depreciation is charged on capital work in progress and free hold land.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Derecognition

The carrying amount of an item of property, plant and equipment, is de-recognized on disposal or when no future economic effects are expected from its use or disposal. The Gain or Loss arising from the Derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the statement of profit and loss when the item is derecognized.

6. Inventories

Raw Materials, Work in progress, Finished goods, packing materials, stores, spares, components, consumables and stock in trade are carried at the lower of cost and net realizable value. However, the materials and other items held for use in production of inventories are not written down below cost If the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item by item basis. Net realizable value is the estimated selling price in the ordinary course of the business less estimated cost of completion and estimated costs necessary to make the sale.

In determining the cost of raw materials, packing materials, stock in trade, stores, spares, components and consumables weighted average cost method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from the tax authorities) and all the other costs incurred in bringing the inventory to their present location and condition.

Cost of finished goods and work in progress, includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads and other costs incurred in bringing the inventories to present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

7. Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain

'The Company's lease asset classes primarily consist of leases for shops. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

8. Investments in associate company

The company has elected to recognize its investments in associate company at cost in accordance with the option available in IND AS 27 "Separate financial statements".

While preparing the consolidated financial statements, the company has followed Equity Method as per INDAS 28 "Investment in Associates & Joint Ventures".

9. Taxes on Income
Current Tax

The current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of Indian Income Tax Act, 1961.

Deferred Tax

Deferred income tax is provided using the liability method on all timing differences at the balance sheet date between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the tax rates and tax laws substantively enacted at the balance sheet date. In assessing the realisability of deferred income tax assets, the Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. The Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax-planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

10. Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are considered as cost on initial recognition.

The Disclosure as per IND AS is given as under –

As on 31.03.2023 (Rs. In Lakhs)

Cash and cash equivalents including other bank balances	Note	FVTPL	FVTOCI	Amortised Cost	Total carrying value	Total fair value
Financial Assets:						
Trade receivables	7	-	-	1646.19	1646.19	-
Cash and cash equivalents including other bank balances	8	-	-	173.79	173.79	-
Investments	4	-	-	991.03	991.03	-
Other financial assets	5	-	-	-	-	-
Total Financial Assets		-	-	2811.01	2811.01	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Cash and cash equivalents including other bank balances	Note	FVTPL	FVTOCI	Amortised Cost	Total carrying value	Total fair value
Financial Liabilities:						
Trade payables	14	-	-	2754.52	2754.52	-
Lease Liabilities	13	-	-	227.60	227.60	
Other financial liabilities	15	-	-	6361.70	6361.70	-
Total Financial Liabilities		-	-	9343.82	9343.82	-

As on 31.03.2022 (Rs. In Lakhs)

Cash and cash equivalents including other bank balances	Note	FVTPL	FVTOCI	Amortised Cost	Total carrying value	Total fair value
Financial Assets:						
Trade receivables	7	-	-	2208.76	2208.76	-
Cash and cash equivalents including other bank balances	8	-	-	604.65	604.65	-
Investments	4	-	-	965.58	965.58	-
Other financial assets	5	-	-	-	-	-
Total Financial Assets		-	-	3778.99	3778.99	-
Financial Liabilities:						
Trade payables	14	-	-	1892.04	1892.04	-
Lease Liabilities	13	-	-	172.66	172.66	
Other financial liabilities	15	-	-	6511.29	6511.29	-
Total Financial Liabilities		-	-	8575.99	8575.99	-

Other Financial Instruments and Cash & Cash Equivalents

The Company held cash and cash equivalents of Rs.11.96 Lakhs (31st March 2022 - Rs. 10.77 Lakhs). The cash and cash equivalents are held with banks with high rating. The Company held deposits with banks and financial institutions of Rs.161.83 Lakhs (31st March 2022 - Rs. 593.88 Lakhs), In order to manage the risk, Company places deposits with only high rated banks/institutions.

(Amount in Rs. Lakhs)

Particulars	As at 31 st March 2023	As at 31 st March 2022
Financial assets for which loss allowance is measured using 12 month Expected Credit Loss (ECL).		
Non-current Investment	991.03	965.58
Non-current Loans & Advances	200.50	238.54
Other Non-Current Financial Assets	65.70	46.84
Cash & Cash Equivalent	11.96	10.77
Bank balances other than cash and cash equivalents	161.83	593.88
Current Loans & Advances	-	-
Other Current Financial Assets	1728.16	1930.11
Financial assets for which loss allowance is measured using Lifetime Expected Credit Loss (ECL)	-	-
Trade Receivables	1646.19	2208.76
Total	4805.37	5994.48

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, other financial assets, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs).

Measurement of fair value of financial instruments

The fair value measurement is not applicable since there were no financial assets and liabilities are measured at fair value.

Financial Risk Management

The Company's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade & other receivables, cash & cash Equivalent, Investment, other balances with banks, loans and deposits that derive directly from its operations.

Company is exposed to following risk from the use of its financial instrument:

1. Market Risk
2. Credit Risk
3. Liquidity Risk

1. **Market Risk** : Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The market risk comprises three types of risk: Interest rate risk, Foreign currency risk and another price risk.

- a) Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of market interest risk. The Company's exposure to risk of changes in market interest rates is minimal. The company has not used any interest rate derivatives.
- b) Foreign currency risk : Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company has not entered into any forward exchange contracts/ derivative contracts.
- c) Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded prices. The company has not invested in any traded equity instruments or bonds.

2. **Credit risk**

The credit risk refers to the risk that a counterparty will default on its contractual obligation resulting in financial loss to the company. Credit risk arises from financial assets such as trade receivables, other balances with banks, loans and other receivables. The Company has adopted a policy of only dealing with the counterparties that have sufficiently high credit ratings. The exposure and credit ratings of the counterparties are continuously monitored, and aggregate value of transactions is reasonably spread amongst the counterparties. There are no cases of historical defaults and hence no provision for expected credit loss is necessary.

3. **Liquidity risk**

The liquidity risk is the risk that the company will encounter difficulty in raising funds to meet the commitments associated with financial instruments that are settled by delivering cash or another financial asset. The company has established liquidity risk management framework for managing its short term, medium term and long term and liquidity management requirements. The company has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)
11. Borrowings and Borrowing Cost

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest rate method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in statement of profit and loss in the period in which they are incurred.

12. Provision and contingencies

The company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resource embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

13. Cash and cash equivalents

Cash and cash equivalent for the purpose of balance sheet comprises of cash and banks balances.

14. Earnings per share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of shares outstanding during the year is adjusted for events of bonus issue and share split.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

15. Employee benefits

(i) **Short term Employee benefits** : Employee benefits such as salaries, wages, short term compensated absences, expected cost of bonus, ex-gratia and performance – linked rewards falling due wholly within the twelve months or rendering the service are classified as short term employee benefits and are expensed in the period in which employee renders the related service.

(ii) Post-employment benefits

A. **Defined contribution plans** : The company's superannuation scheme, the state governed provident fund scheme, employee insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under such schemes is recognized during the period in which the employee renders the related service.

B. **Defined benefit plans** : The present value of obligation under defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of estimated future cash flows using a discount rate based on the market yield on government securities of a maturity period equivalent to weighted average maturity profile of defined benefit obligations at the balance sheet date.

Re-measurement, comprising actuarial gains and losses, the return on plan assets (excluding amount included in net interest on the net defined benefit liability or asset) and any change in the effect of asset ceiling (if applicable) is recognized in other comprehensive income and is reflected in Retained earnings and the same is not eligible to be reclassified to profit and loss.

Defined benefit costs comprising current service cost, past service cost and gains or losses on settlements are recognized in the Statement of Profit and loss as employee benefits expense, interest cost implicit in the defined benefit employee cost is recognized in the Statement of Profit and Loss under finance cost.

Gains or losses on settlement on any defined benefit plan are recognized when the settlement occurs. Past service cost is recognized as expense at the earlier of the plan amendment or curtailment and when the company recognized related restructuring costs or termination benefits.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on a net basis.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

(iii) **Long term employee benefits** : The obligation recognized in respect of long term benefits such as compensated absences, long service award is measured at present value of estimated future cash flows expected to be made by company and is recognized in similar manner as in the case of defined benefit plans as above.

Gratuity - The Company provides for gratuity, a defined benefit retirement plan (“the Gratuity Plan”) covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee’s salary and the tenure of employment with the company. Gratuity has been paid through an approved gratuity fund managed by the LIC of India. Premium paid thereon is accounted as expenditure. The Company has also provided for gratuity as per actuarial valuation performed by an independent actuary, at each Balance Sheet date using the projected unit credit method. These defined benefit plans expose the Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market risk

Leave Encashment - Leave encashment has been determined based on the actuarial valuation, available leave entitlement at the end of each calendar year. The incremental amount so calculated each year is debited to Salaries and Wages - leave encashment.

16. Investment Property:

The disclosure as per IND AS is as under -

1. Accounting policy for measurement of investment
The entity is following cost model for recognition & measurement of investment.
2. The investment property is valued and recognised at Cost, therefore no such valuation is carried out by any professional/valuers.
3. Amounts recognised in the Profit & Loss Account

Rental income from Investment Property	12,22,821
Direct Operating Expenses arising from Investment Property generating rental income	
Municipal Tax/Property Tax	16,023
Flat Maintenance Charges	1,67,078
Direct Operating Expenses arising from Investment Property not generating rental income	NA

4. The existence and amounts of restrictions on the realisability of the Investment Property or remittance of income and proceeds of disposals – Nil
5. Contractual obligation to purchase,construct or develop invesment property or for repair and maintainance or enhancements - Nil.
6. Asset Value and Depreciaton Disclosure:
 - Depreciation method used: Stright Line Method
 - Useful life of Depreciation : 60 Years
 - Asset Schedule

Property	Opening as on 01.04.2022 [A]	Addition [B]	Deletion [C]	Depreciation for the year [D]	Closing value as on 31.03.2023 E=[A+B-C-D]
Flat At Bangalore - Jungfrau Block No. 306	40,07,722	-	-	81,375	39,26,347
Flat At Bangalore - Julian Block No. 307	40,07,722	-	-	81,375	39,26,347
Flat At Bangalore - Aronia Block No. 501	40,07,722	-	-	81,375	39,26,347
TOTAL					1,17,79,040

7. Fair Value of Investment Property
 - Since the Invesment property is valued following the cost model, no fair valuation is carried out.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

17. Segment reporting policies

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

18. Events after the reporting date

Where events occurring after the balance sheet date provide evidence of the conditions that existed at the end of reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of the material size of the nature are only disclosed.

19. Government Grants/Subsidy

The Company has not received subsidy of any kind from the government during the year.

20. Recent Pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1st April, 2023, as below:

I. Ind AS 1 - Presentation of Financial Statements -

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

II. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors -

This amendment has introduced a definition of ‘accounting estimates’ and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

III. Ind AS 12 - Income Taxes -

This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 1st April, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

21. Additional Reporting requirement as per amendment in Schedule III of the Company’s Act 2013:

1. Details of Benami Property held:

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

2. Title deeds of immovable properties not held in name of the company:

There are no immovable properties which are not held in name of the company. In case of leasehold property lease deeds are duly executed in favour of company.

3. Valuation of Property, Plant & Equipment, intangible asset and investment property:

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

4. The fair value of Investment Property is based on prevailing Government prescribed value of the property which is not based on valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

5. The details of Loans or Advances in the nature of loans granted to promoters, directors, KMPs and other related parties are as below:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	(Rs. in Lakhs)
		Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-
KMPs	-	-
Related Parties	-	-

6. Borrowings from Banks or Financial institution on the basis of Security of Current Assets:

The company has availed short term loans/working capital facilities from banks or financial institution on the basis of security of Current Assets. The quarterly details submitted to the banker are not in agreement with books of accounts, the variances as detailed under -

(Rs. In Lakhs)

MONTH	Value of Current assets as per books of accounts (Stock+WIP+Debtors-Creditors) (a)	Total Value of stocks and book debts as per statement given to bank (b)	Difference (c = a-b)
Jun-22	11,393.19	10,705.27	687.92
Sep-22	11,818.01	10,570.08	1247.93
Dec-22	11,586.67	10,404.46	1182.21
Mar-23	11,723.37	10,817.34	906.03

Reason for variance:

* *Receivables/inventories outstanding for more than 6 months are not considered for Drawing Power calculation for working capital. As a result total value of stocks and book debts submitted to the banker is less than the value appearing in the books of accounts.*

7. Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

8. Relationship with struck off Companies:

The Company has no transactions with the companies struck off under the Companies Act, 2013.

9. Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

10. Undisclosed Income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

11. Details of crypto currency of virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

12. Utilisation of Borrowed funds and share premium:

The Company has utilised borrowed fund for the purpose as specified in the terms of sanctions.

13. Registration of charges or satisfaction with Registrar of Companies:

No charges or satisfaction are pending to be registered with Registrar of Companies except the following –

For the following loans, Charge creation is yet to be made with RoC.

Sl. No	Loan Amount (In Lakhs)	Bank/Financial Institution	Reason for Not Creating Charge
NIL			

For the following loans, the satisfaction of charge is yet to be registered with RoC

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (Contd.)

Sl. No.	Charge ID	Loan Amount (Charge Created for) (Rs)	Bank/Financial Institution	Reason for delay
1	100228171	28,75,920/-	Sundaram finance limited	The loan closure & clearance related documents are yet to be received from the lender.

14. Corporate Social Responsibility:

The details of Contribution to Corporate Social Responsibility are as follows:

Amount Required to be spent	Amount of Expenditure Incurred	Shortfall at 31.03.2023	Total of Previous Years Shortfall	Reasons for Shortfall	Nature of CSR Activities	Remark
Not Applicable for the reporting period.						

15. Financial ratios are separately enclosed.

For and on behalf of
K G Rao & Co.,
Chartered Accountants
FRN: 010463S

Sd-
Krishnaraj K.
Partner
Membership Number: 217422
Place: Bengaluru
Date: 29.05.2023

By Order of the Board
For Murudeshwar Ceramics Limited

Sd-
Satish R Shetty
Chairman & Managing Director
(DIN: 00037526)

Sd-
Naveen R Shetty
Director
(DIN: 00058779)

In Consolidated Financial Statement - additional information

(Rupees in Lakhs)

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent	---							
Subsidiaries Indian								
1								
Non-Controlling Interest in all subsidiaries								
Associates (Investment as per the equity method)								
Indian								
1. RNS Power Limited	26.10	721.76	26.10	25.45	26.10	-	26.10	25.45
Foreign	---							
1								
Joint Venture (Investment as per the equity method)	-	-	-	-	-	-	-	-
Indian	---							
1								
Foreign								
1								
Total								

3. All subsidiaries, associates and joint venture (whether Indian or Foreign) will be covered under consolidated financial statement.

Particulars	FY 2022-23	FY 2021-22	Variation (Increase/ Decrease as a % of last year ratio)	REMARKS - (If variation is more than 25%)
1. Current Ratio				
Current assets	15347.90	15957.25		
Current liabilities	11518.28	10284.44		
	1.33	1.55	(14.12)	
2. Debt Equity Ratio				
Total Debts	5448.44	1592.41		Additional Borrowings in the current year to the extent of Rs. 4,351.61 lacs
Shareholders Equity	35403.76	33980.15		to part finance the ongoing Expansion project have made significant impact on Debt Equity Ratio
	0.15	0.05	228.39	
3. Debt Service Coverage Ratio				
Earnings available for debt service	3106.41	2548.59		
Debt Service	2653.62	1197.55		COVID Loans & GECL Loans availed during the period of pandemic have been repaid
	1.17	2.13	(44.99)	
4. Return on Equity				
Net Profits after taxes - Preference Dividend (if any)	643.21	222.40		
Average Shareholder's Equity	34691.95	33625.83		
	0.02	0.01	(180.32)	There is an increase in profitability for the current year.
5. Inventory Turnover Ratio				
Sales	17240.68	12291.63		
Average Inventory	11506.75	10831.65		
Average inventory is (Opening + Closing balance / 2)	1.50	1.135	32.03	There is increase in sales turnover in the current year compare to previous year.
6. Trade receivables turnover ratio				
Net Credit Sales	17240.68	12291.63		
Avg. Accounts Receivable	1927.48	2686.71		
Average trade debtors = (Opening + Closing balance / 2)	8.94	4.57	95.51	The receivable is reduced even though there is increase in sales turnover in the current year.
7. Trade Payables turnover ratio				
Net Credit Purchases	10392.00	7347.30		
Average Trade Payables	2323.29	1885.64		
	4.47	3.90	14.80	

Particulars	FY 2022-23	FY 2021-22	Variation (Increase/ Decrease as a % of last year ratio)	REMARKS - (If variation is more than 25%)
8. Net capital turnover ratio				
Net Sales	17240.68	12291.63		
Working Capital	3829.61	5672.81		
Working capital shall be calculated as current assets minus current liabilities				
	4.50	2.17	107.77	Substantial increase in Working Capital Gap.
9. Net Profit Ratio				
Net Profit	643.21	222.40		
Net Sales	17240.68	12291.63		
	0.04	0.02	(106.19)	Substantial increase in profitability.
10. Return on Capital Employed				
Earning before interest & taxes	2073.49	1701.83		
Capital Employed	42352.82	37117.25		
Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability				
	0.05	0.05	(6.78)	
11. Return on Investment				
$\frac{MV(T1) - MV(T0) - \text{Sum } [C(t)]}{MV(T0) + \text{Sum } [W(t) * C(t)]}$	-1.18%	11.80%		
T1 = End of time period				
T0 = Beginning of time period				
t = Specific date falling between T1 and T0				
MV(T1) = Market Value at T1				
MV(T0) = Market Value at T0				
C(t) = Cash inflow, cash outflow on specific date				
W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as $[T1 - t] / T1$				
Note on variance:				
The variance of various parameters (Ratios) over 25% for the year 2022-23 over the previous year is mainly due to the poor sales performance of the company in the first two quarters of previous year on account of outbreak of COVID 19 pandemic. The improvement in sales performance this year have made substantial impact on various ratios in the current year				

Notes forming part of the financial statements
Note 03: Property, Plant & Equipment and Other Intangible Assets

Changes in the carrying value of property, plant and equipment for the period ended March, 2023:

(Rs. In Lakhs)

Particulars	Property, Plant and Equipment								Other Intangible Asset			Total			
	Leasehold improvements	Build-ing	Plant and equipment	Com-put-ers	Office equip-ment	Fur-niture and fix-tures	Vehi-cles	Right to use Assets	Total	In-vest-ment Prop-erty	Good-will		Other Intan-gible assets	In-tan-gible as-sets un-der de-vel-op-ment	Bio-logical Assets Other than bearer plants
Gross carrying value as of April 1, 2022	8,070.69	9,438.59	16,810.18	48.75	71.60	115.00	262.41	310.88	35,128.10	154.14					35,282.24
Additions	-	-	138.02	4.42	31.81	3.96	703.61	129.02	1,010.84	-					1,010.84
Deletions	-	-	-	-	-	-	-	-	-	-					-
Gross carrying value as of March 31, 2023	8,070.69	9,438.59	16,948.20	53.17	103.41	118.96	966.02	439.90	36,138.94	154.14					36,293.08
Accumulated depreciation as of April 1, 2022	-	1,104.70	4,008.05	35.03	19.47	53.72	99.89	167.98	5,488.84	33.91					5,522.75
Depreciation Accumulated depreciation on deletions	-	202.00	741.07	10.53	15.25	8.83	59.10	70.01	1,106.79	2.91					1,109.70
Accumulated depreciation as of March 31, 2023	-	1,306.70	4,749.12	45.56	34.72	62.55	158.99	237.99	6,595.63	36.82					6,632.45
Carrying value as of March 31, 2023	8,070.69	8,131.89	12,199.08	7.61	68.69	56.41	807.03	201.91	29,543.31	117.32					29,660.63
Carrying value as of March 31, 2022	8,070.69	8,333.89	12,802.12	13.72	52.13	61.28	162.52	142.90	29,639.26	120.23					29,759.49

CWIP aging schedule				Total
CWIP	Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in progress	7226.31	544.13	-	7770.44
Advance for purchase of Land	-	-	-	62.52

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
(Rs. in Lakhs)
4. Investments

Particulars	As at 31 st March, 2023				As at 31 st March, 2022			
	Equity Instruments	Govt & Trust Securities	Debenture & Bonds	Total	Equity Instruments	Govt & Trust Securities	Debenture & Bonds	Total
Investments in								
a) Subsidiaries	-	-	-	-	-	-	-	-
b) Associates	975.54	-	-	975.54	950.09	-	-	950.09
c) Joint Ventures	-	-	-	-	-	-	-	-
d) Structured Entities	2.00	0.49	13.00	15.49	2.00	0.49	13.00	15.49
Total	977.54	0.49	13.00	991.03	952.09	0.49	13.00	965.58
Of Above								
Quoted Investments	-	-	-	-	-	-	-	-
Market Value	-	-	-	-	-	-	-	-
Unquoted Investments	977.54	0.49	13.00	991.03	952.09	0.49	13.00	965.58
Impairment	-	-	-	-	-	-	-	-

Other Financial Assets

Bank Deposits with more than 12 month Maturity

	As at 31 st March, 2023	As at 31 st March, 2022
5. Other Non Current Assets		
(i) Capital Advances/Prepaid Rent	13.89	8.50
(ii) Prepaid Interest - IND AS	4.30	4.30
(iii) Advances against purchase of shares	-	-
(iv) Security Deposits	47.52	34.04
	65.71	46.84
5. Non-Financial Assets :		
(i) PLA & Cenvet Credit	-	6.70
(ii) VAT credit receivable	19.67	19.66
(iii) Service Tax credit receivable	-	-
(iv) Income Tax Refund Receivable	180.83	212.18
	200.50	238.54
	266.21	285.38
6. Inventories		
	As at 31 st March, 2023	As at 31 st March, 2022
Raw Materials	3,663.12	4,098.79
Work In Progress	2,061.08	1,916.64
Finished Goods	4,046.73	3,514.75
Stock in Trade	307.35	209.24
Stores and Spares	1,721.48	1,474.32
Loose Tools	-	-
Others	-	-
Total	11,799.76	11,213.73
Goods in Transit		
Method of Valuations	Weighted Average	Weighted Average

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

7. Trade Receivables		
Particulars	As at 31 March, 2023	As at 31 March, 2022
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	450.44	582.14
Doubtful	-	-
	450.44	582.14
Less: Provision for doubtful trade receivables	-	-
	450.44	582.14
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	1,195.75	1,626.62
Doubtful	-	-
	1,195.75	1,626.62
Less: Provision for doubtful trade receivables	-	-
	1,195.75	1,626.62
Total	1,646.19	2,208.76

Note: Trade receivables include debts due from:

Particulars	As at 31 March, 2023	As at 31 March, 2022
Private companies in which any director is a director or member		
RNS Infrastructure Limited	-	-
Murudeshwar Power Corporation Pvt. Ltd.	-	-
Naveen Hotels Pvt. Ltd.	-	-

Particulars	Outstanding for following periods from due date of payment As at 31 March, 2023				
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	Total
(i) Undisputed Trade Receivables - considered good	1,195.75	430.29	15.59		1,641.63
(ii) Undisputed Trade Receivables - which have significant increase in credit risk		-			-
(iii) Undisputed Trade Receivables - credit impaired		-			-
(iv) Disputed Trade Receivables - considered good			4.56		4.56
(v) Disputed Trade Receivables - which have significant increase in credit risk			-		-
(vi) Disputed Trade Receivables - credit impaired		-			-

Particulars	As at 31 March, 2023	As at 31 March, 2022
8. Cash and Cash equivalents		
Balances with bank(of nature cash and Cash Equivalents)		
Earmarked Funds	-	4.75
Margin Money	123.24	222.92
Cheques/Drafts on hand		
Cash on hand	11.96	10.77
Others - (Current Account)	38.59	366.21
Total	173.79	604.65

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) *(Rs. in Lakhs)*
9. OTHER CURRENT ASSETS

Particulars	As at 31 March, 2023	As at 31 March, 2022
(i) Capital Advances	-	-
(ii) Advances other than Capital Advances		
Security Deposits	563.48	557.69
Advances to Related Parties		
Other Advances		
Advances to		
Directors		
Officers		
By Firms (Related party)		
Private Companies (Related party)		
Interest Accrued on Deposits	65.21	67.91
Total	628.69	625.60
(iii) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	329.53	378.33
Doubtful	-	-
Total	329.53	378.33
iv) Balances with government authorities		
Unsecured, considered good		
(i) GST Credit	90.52	88.24
(ii) PLA & Cenvet Credit		
(iii) VAT credit receivable		
(iv) Service Tax credit receivable		
(v) Income Tax Refund Receivable		
Total	90.52	88.24
v) Prepaid expenses - Unsecured, considered good	86.08	83.07
vi) Others - Advances		
Secured, considered good		
For supply of goods and rendering services	468.53	657.14
Advance Payment of Income Tax	124.81	.73
	593.34	54.87
Less: Provision for other doubtful loans and advances	-	-
Total	593.34	754.87
Total	1,728.16	1,930.11

(Rs. in Lakhs)
NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Particulars	Equity share capital	Other Equity Reserve & Surplus						Total equity attributable to equity holders of the Company
		Money Received Against Share warrant	Securities Premium	Retained Earnings	General Reserve	Capital/ Capital Redemption Reserve	IND AS Transition Reserve	
Restated Balance as on April 1, 2021	5,233.91	241.38	13,119.91	277.85	12,795.85	1,615.02	29.64	33,313.56
Changes in equity share capital	261.66	(117.75)	209.33	-	-	0.78	72.67	426.69
Profit for the year				222.40				222.40
Remeasurement of the net defined benefit liability/asset, net of tax effect				(72.74)				(72.74)
Transfer to Capital Reserve	(0.78)							(0.78)
Interim Dividend (Including Corporate Dividend Tax)								-
Final Dividends (Including Corporate Dividend Tax)							91.01	-
Changes in investment in Associated Company								91.01
Balance as of March 31, 2022	5,494.79	123.63	13,329.24	427.51	12,795.85	1,706.81	102.31	33,980.14
Changes in equity share capital	274.74	(123.63)	219.79	-	-	-	7.66	378.56
Fresh Share Warrant issued during the year		401.85		643.21				401.85
Profit for the year								643.21
Remeasurement of the net defined benefit liability/asset, net of tax effect				-	-	-		-
Transfer to Capital Reserve	-							-
Interim Dividend (Including Corporate Dividend Tax)								-
Final Dividends (Including Corporate Dividend Tax)								-
Balance as of March 31, 2023	5,769.53	401.85	13,549.03	1,070.72	12,795.85	1,706.81	109.97	35,403.76

(a) Note on Equity Reconciliation as on the date of Transition as of April 1, 2016:

Consequent to transition to IndAS, the reconciliation of net profit and other comprehensive income is provided as under, in accordance with the requirement of para 32 of IndAS 101- First time adoption of IndAS.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
(Rs. in Lakhs)

I. Equity Share Capital:	Number of Equity Shares	Amount Rs. In Lakhs
(a) The number of shares authorised;	71620000	7162
(b) the number of shares issued, subscribed and fully paid, and subscribed but not fully paid;		
Issued	57695260	5769.53
subscribed and fully paid	57695260	5769.53
subscribed but not fully paid (Shares are forfeited and the amount received are disclosed under Capital reserve)	24857	0.78
(c) par value per Share;	Rs.	10
(d) a reconciliation of the number of shares outstanding at the beginning and at the end of the period;		
at the beginning fully paid up	54947871	
at the end fully paid up	57695260	
(e) the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital;	Not Applicable	
(f) shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company in aggregate;	Not Applicable	
(g) shares in the company held by each shareholder holding more than five per cent. Shares specifying the number of shares held;		
RNS INFRASTRUCTURE LIMITED	12140466	21.04%
MURUDESHWAR POWER CORPORATION PRIVATE LIMITED	21024672	36.44%
(h) shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment, including the terms and amounts;	Not applicable	
(i) for the period of five years immediately preceding the date at which the Balance Sheet is prepared		
• number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash;		
• aggregate number and class of shares allotted as fully paid up by way of bonus shares;	Not applicable	
and		
• aggregate number and class of shares bought back;		
(j) terms of any securities convertible into equity shares issued along with the earliest date of conversion in descending order starting from the farthest such date; 5363948 warrants issued by the Board on 13.01.2021 in terms of approval accorded by the members on 26.12.2020 by postal ballot and out of 5363948 warrants, 2616559 warrants has already converted in equal number of equity shares on 12.02.2022 and balance 2747389 warrants have been converted in equal number of equity shares at board meeting held on 30.05.2022. 2850000 warrants issued by the Board on 16.12.2022 in terms of approval accorded by the member on 07.12.2022 are due for conversion.		
(k) calls unpaid (showing aggregate value of calls unpaid by Directors and officers);	Not applicable	
(l) forfeited shares (amount originally paid up).	No. of Shares	Rs. In Lakhs
	24857	0.78

(m) A company shall disclose Shareholding of Promoters as under:

Shares held by promoters at the end of the year

RNS INFRASTRUCTURE LIMITED	12140466	21.04		
MURUDESHWAR POWER CORPORATION PVT. LTD.	21024672	36.44	P.Y	% Change during the year
Others	8749987	15.17		
Total	41915125	72.65	71.28	1.37

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

11. Borrowings	As at 31st March 2023	As at 31st March 2022
Bonds and Debentures	-	-
Term Loans		
From Banks		
Secured	5,134.08	1,272.36
Unsecured	-	-
From Others	314.36	320.05
Deposits		
Loans from Related parties	-	-
Long term maturities of Finance lease obligations	-	-
Liability component of Compound Finance Instruments	-	-
Other loans	-	-
	5,448.44	1,592.41

The Term Loans from Banks are repayable in monthly instalments. Interest is payable on monthly basis. The Term Loans from HDFC Bank is secured by exclusive first charge created on immovable property and Plant and machinery at Sira plant. The Working Capital Loans from banks namely Canara Bank, State Bank of India, Bank of Baroda, Axis Bank, Punjab National Bank and DBS Bank of India are secured by first charge created on the immovable properties, Stock and Book Debts and second charge created on movable Plant & Machinery except the exclusive charge created in favour of HDFC Bank for availing Term Loan and Assets hypothicated to concerned institutions/Bankers against specific finance for the same. The WCTL under Gaurenteed Emergency Credit Line (GECL 2.0) and GECL2.0-Extended availed from consortium banks namely Canara Bank, State Bank of India, Bank of Baroda, Punjab National Bank and Axis Bank are secured by second charge created/ to be created on the immovable assets of the Company. Loans from Sundaram Finance Limited and Kotak Mahindra Bank for specific assets are secure against hypothication of specific items of assets financed for. Loan from LIC of India is against pledge of Key Man Policy. All the secured and unsecured loans other than public deposits have been further secured by way of Personal Guarantees by two Promoter Directors of the Company to the extent applicable.

12. Non-Current Liabilities	As at 31st March 2023	As at 31st March 2022
Deferred Tax Liability		
Opening balance as on 01-04-2022	2,378.81	2,221.43
ADD: Provision for the year	76.77	157.38
Restated opening Balance at the beginning of year	2,455.58	2,378.81
ADD: Provision for the year		-
Deferred Payment Liabilities	2,455.58	2,378.81
Less: Deferrred Tax Asset- MAT Credit		
Others MAT Credit		
Opening Balance	834.12	834.12
Add: Provided for the year	120.83	-
Less: MAT Credit Reversed	-	-
Closing Balance	954.95	834.12
Deferred Tax Liability (Net)	1,500.63	1,544.69

The Company had calculated Deferred tax asset/Liability using the rates that were prescribed for Minimum Alternate Tax (MAT) during the previous years as the management was of opinion that MAT rate best reflected the value of DTL/DTA as on reporting date.

During the current financial year, the Company has , Restated /trued up the calculation of Deferred Tax Assets/Liabilities using the rate at which the normal income taxes would be payable by the company as per IND AS 12

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)
13. Other long-term liabilities

Particulars	As at 31 st March 2023	As at 31 st March 2022
(a) Trade Payables:		
(i) Acceptances	-	-
(ii) Other than Acceptances	-	-
(b) Lease Liabilities	227.60	172.66
Total	227.60	172.66
Employee Benefits	-	-
Others	-	-
Total	-	-

14. Trade payables

Particulars	As at 31 st March 2023	As at 31 st March 2022
Trade payables:		
Acceptances	259.98	254.54
Other than Acceptances	2,494.54	1,637.51
Total	2,754.52	1,892.05

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	11.91				11.91
(ii) Others	2,592.60	150.01			2,742.61
(iii) Disputed dues - MSME	-				-
(iv) Disputed dues - Others	-				-

15. Borrowings

Particulars	As at 31 st March 2023	As at 31 st March 2022
Bonds and Debentures		
Loans repayable on demand from Banks:		
From Banks		
Secured	6,361.70	6,511.29
Unsecured	-	-
Total	6,361.70	6,511.29

The Cash Credit and other working capital facilities from the consortium of Bankers namely, Canara Bank, State Bank of India, Bank of Baroda, DBS Bank India Ltd, Punjab National Bank and Axis Bank are secured by way of hypothecation of Raw materials, Stock in Process, Finished Goods, Book Debts and Goods meant for export on pari-passu basis and further secured by way of first charge on immovable assets of the company and second & subsequent charge on the whole of the movable/Fixed Assets of the Company. These borrowings are further secured by way of Personal Guarantees by two Promoter Directors of the Company to the extent applicable.

16. Other Current Liabilities

Particulars	As at 31 st March 2023	As at 31 st March 2022
Advances from Customers	207.16	375.61
Term Loan Instalments payable within one year	1,096.88	843.38
Deposits - DLR	68.22	68.57
Statutory remittances	409.93	166.73
(i) Contributions to PF and ESIC, Withholding Taxes, Excise Duty, GST, Service Tax, etc.		
(ii) Contractually reimbursable expenses	3.18	1.34

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

	As at 31 st March 2023	As at 31 st March 2022
(iii) Salary & Wages Payable	295.99	310.13
(iv) Outstanding Liabilities for Expenses	131.68	37.68
(v) Interest accrued on borrowings	-	-
(vi) Bank Current Account	-	-
Total	2,213.04	1,803.44
17. Provisions	As at 31st March 2023	As at 31st March 2022
Employee Benefits	71.58	66.13
Current Tax Provision	117.43	11.54
Total	189.01	77.67

18. Revenue from operations

	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(a)	Sale of products	11,630.14	8,224.24
(b)	Sale of services	5,585.98	4,054.22
(c)	Other operating revenues	24.56	13.17
		17,240.68	12,291.64
	Less:		
(d)	Excise duty	-	-
	Total	17,240.68	12,291.64

	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i)	Sale of products comprises		
	Manufactured goods	10,125.85	6,595.36
	Traded goods	1,504.29	1,628.88
	Total - Sale of products	11,630.14	8,224.24
(ii)	Sale of services comprises		
	Service - Earth Work	5,585.98	4,054.22
	Service - Road Work	-	-
	Total - Sale of services	5,585.98	4,054.22
(iii)	Other operating revenues comprise:		
	Sale of Scraps	24.56	13.17
	Transportation & Loading & Unloading	-	-
	Total - Other operating revenues	24.56	13.17

19. Other income

	Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(a)	Interest income	21.25	19.90
(b)	Dividend income: Associates	63.30	63.30
(c)	Other non-operating income (net of expenses directly attributable to such income)	15.56	58.38
	Total	100.11	141.58

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i)	Interest income comprises:		
	Interest from banks on:		
	Deposits	14.05	19.90
	Income Tax Refund	7.20	
	Total - Interest income	21.25	19.90
(ii)	Other non-operating income comprises:		
	Other Income	0.70	0.70
	Insurance Claim Received	2.61	5.44
	Profit on sale of fixed assets [net of expenses directly attributable]	-	40.24
	Prior period items (net) (Refer Note (iii) below)	-	-
	Miscellaneous income [net of expenses directly attributable]	0.02	0.17
	Rent Received	12.23	11.83
	Total - Other non-operating income	15.56	58.38
(iii)	Details of Prior period items (net)		
	Prior period income - VAT Refund	-	-
	Prior period expenses	-	-
	Total	-	-

20. Cost of materials consumed

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Opening stock	4,098.79	4,140.29
	Add: Purchases	3,453.99	2,598.02
		7,552.78	6,738.31
	Less: Closing stock	3,663.11	4,098.79
	Cost of material consumed	3,889.67	2,639.52
	Material consumed comprises:		
	Clay	2,218.59	1,538.14
	Glaze & Pigments	1,290.31	817.72
	Packing Material	378.75	281.41
	Other items	2.02	2.25
	Total	3,889.67	2,639.52
	Purchase of traded goods		
	Traded good	1,204.31	1,339.13
	Total	1,204.31	1,339.13

21. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Inventories at the end of the year:		
	Finished goods	4,045.58	3,514.75
	Work in progress	2,061.08	1,916.64
	Stock-in-trade	-	-
		6,106.66	5,431.39
	Inventories at the beginning of the year:		
	Finished goods	3,514.75	2,878.83
	Work-in-progress	1,916.64	1,980.42
	Stock-in-trade	-	-
		5,431.39	4,859.25
	Net (increase) / decrease	(675.27)	(572.14)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)
22. Employee Benefits Expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Salaries and wages	1,803.76	938.75
Contributions to provident and other funds	60.74	61.64
Staff welfare expenses	621.55	511.36
<i>Defined Benefit Obligation - Gratuity</i>	13.04	14.33
<i>Defined Benefit Obligation - Leave Encashment</i>	16.05	13.81
<i>Other Employee Benefit Expenses</i>	-	4.48
Total	2,515.14	1,544.37

23. Finance costs

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(a) Interest expense on:		
(i) Borrowings TL CC	992.02	973.39
(ii) Trade payables FC	184.07	186.48
(iii) Others		-
Interest on Lease Liabilities	25.79	14.00
Int Security deposits	4.03	4.04
Int Income Tax	-	-
(b) Other borrowing costs	130.50	151.85
Total	1,336.41	1,329.75

24. Other expenses

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Consumption of stores and spare parts	431.97	337.70
Consumption of loose tools	-	-
Consumption of packing materials	-	-
Increase / (decrease) of excise duty on inventory	-	-
Subcontracting	88.08	24.64
Power and fuel	4,727.22	2,720.19
Rent	25.36	29.39
Repairs and maintenance - Buildings	13.88	7.11
Repairs and maintenance - Machinery	16.39	17.77
Repairs and maintenance - Others	110.89	90.37
Insurance	175.50	95.08
Rates and taxes	162.43	286.76
Communication	16.94	17.75
Travelling and conveyance	291.79	279.01
Printing and stationery	24.78	17.94
Freight and forwarding	646.15	489.63
Sales commission	15.86	12.75
Sales discount	192.45	115.84
Export Expenses	16.32	49.38
Business promotion	14.96	9.52

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

Particulars	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
Donations and contributions	0.44	0.12
Legal and professional	120.29	39.71
Payments to auditors	6.00	6.00
Directors Sitting Fees	8.10	7.70
Advertisement & Publicity	2.69	1.64
Sales Promotion Expenses	1.73	1.33
Selling & Distr.expenses-Others	66.05	35.43
Security Charges	18.73	17.23
CSR payments	-	5.70
Loss on fixed assets sold / scrapped	-	16.85
Miscellaneous expenses	28.79	20.46
Total	7,223.76	4,752.98
(i) Payments to the auditors comprises		
As auditors - statutory audit	3.00	3.00
For taxation matters	0.50	0.50
For management services	0.50	0.50
Reimbursement of expenses	2.00	2.00
Total	6.00	6.00

25. Disclosures under Accounting Standards
25.1 Employee benefit plans
25.1.a DEFINED CONTRIBUTION PLANS

The Company makes Provident Fund and Superannuation Fund contributions to defined contribution for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised **Rs. 36,48,135** (Year ended 31st March, 2022 Rs. 36,67,795) for Provident Fund contributions and **Rs. 18,50,661** (Year ended 31st March, 2022 Rs. 17,75,661) for Superannuation Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of schemes.

25.1.b DEFINED BENEFIT PLANS

The Company offers the following employee benefit schemes to its employees :

- i. **Gratuity** : The following tables sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements :

Particulars		Year ended 31 st March 2023	Year ended 31 st March 2022
		Gratuity	Gratuity
A	Change in Defined Benefit Obligations (DBO) during the year		
	Defined Benefit Obligation at the beginning of the year	287.56	327.61
	Current service cost	16.76	16.28
	Interest Expense	20.42	22.61
	Benefit Payment from Plan Assets	(76.70)	-
	Remeasurement - Due to Financial Assumptions	(3.56)	(2.16)
	Remeasurement - Due to Experience Adjustments	51.08	(76.78)
	Present value of DBO at the end of the year	295.56	287.56

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
(Rs. in Lakhs)

Particulars	Year ended 31 st March 2023	Year ended 31 st March, 2022
	Gratuity	Gratuity
B Change in Fair Value of Plan Assets during the year:		
Fair Value of Plan Assets at the beginning of the year	378.34	354.89
Interest Income	24.20	24.56
Actual company contributions	1.75	2.00
Employers Contribution	(1.07)	(3.10)
Benefit Payments from Plan Assets	(76.71)	-
Plan assets at the end of the year	326.52	378.34
Actual return on plan assets	16.76	16.28
C Components of Defined Benefit Cost		
Current service cost	16.76	16.28
Interest Expenses on DBO	20.42	22.61
Interest (Income) on Plan Assets	(24.20)	(24.56)
Total Net Interest Cost	(3.78)	(1.95)
Defined Benefit Cost included in P & L	12.98	14.33
Remeasurement - Due to Financial Assumptions	(3.56)	(2.16)
Remeasurement - Due to Experience Adjustments	51.08	(76.78)
(Return) on Plan Assets (Excluding Interest Income)	1.07	3.10
Total Remeasurements in OCI	48.60	(75.83)
Total Defined Benefit Cost recognised in P & L and OCI	(61.57)	(61.50)
D Amount Recognised in the Statement of Financial Position		
Defined Benefit Obligation	295.56	287.56
Fair Value of Plan Assets	326.52	378.34
Fund Status	(30.96)	(90.78)
Effect of Assets Ceiling/Onerous Liability	-	-
Net Defined Benefit Liability/(Assets)	(30.96)	(90.78)
E Net Defined Benefit Liability/(Assets) Reconciliation		
Net Defined Benefit Liability/(Assets) at Beginning of the year	(90.76)	(27.28)
Defined Benefit Cost included in P & L	12.98	14.33
Total Remeasurements included in OCI	48.60	(75.83)
Employers Contributions	(1.75)	(2.00)
Net Defined Benefit Liability/(Assets) at end of year	(30.96)	(90.78)
Weighted Average Asset Allocations at the year end		
Government Bonds	-	-
PSU bonds	-	-
Equity Mutual funds	-	-
Insurance Policies	100%	100%
Actuarial assumptions		
Discount rate	7.40%	7.10%
Salary escalation	6.00%	6.00%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)
26. Additional information to the financial statements

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
26.1	Contingent liabilities and commitments (to the extent not provided for)		
(i)	Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt (give details)	-	-
	(b) Guarantees	163.04	269.93
	(c) Letters of Credit established with Banks	650.41	1,752.85
(ii)	Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
	Tangible assets	63.83	175.65
		63.83	175.65

26.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	11.91	13.41
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv)	The amount of interest due and payable for the year	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

26.3 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

Name of the party	Relationship	Amount outstanding as at 31.03.2023	Maximum balance outstanding during the year
Murudeshwar Power Corporation Pvt. Ltd.	Associates	297.88	297.88
RNS Powers Ltd	Associates	610.15	610.15

Note: Figures in bracket relate to the previous year.

II. The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

As at 31 st March, 2023		As at 31 st March, 2022	
Payable	Payable in Foreign currency	Payable	Payable in Foreign currency
(Rs. in lakhs)	(indicate amount with currency)	(Rs. in lakhs)	(indicate amount with currency)
76.96	US\$ 93,600	315.93	US\$ 410,830

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) *(Rs. in Lakhs)*
Particulars

26.4	Value of imports calculated on CIF basis @:	For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
	Raw materials	-	-
	Components	105.75	44.70
	Spare parts	321.16	39.40
	Total Components and spare parts	426.90	84.10
	Capital goods	2,742.46	0.60
26.5	Expenditure in foreign currency : Travel	-	-
26.6	Details of consumption of imported and indigenous items	For the year ended 31 st March, 2023	
		(Rs. In Lakhs)	%
	Imported		
	Raw materials	9.66	8.20
		(5.44)	5.85
	Components	79.82	67.80
		(52.01)	55.91
	Spare parts	28.25	24.00
		(35.57)	38.24
	Total	117.73	100.00
		(93.02)	100.00
	Indigenous		
	Raw materials	3,880.01	92.30
		(2,634.09)	91.33
	Components	83.84	1.99
		(51.17)	1.77
	Spare parts	240.06	5.71
		(198.94)	6.90
	Total	4,203.91	100.00
		(2,884.20)	100.00

Note: Figures / percentages in brackets relates to the previous year

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
(Rs. in Lakhs)
27 . Disclosures under Accounting Standards
For the Year Ended 31st March 2023
27.1 Segment information

The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Ceramic Tiles and Vitrified Tiles. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographic segments of the Company are Americas (including Canada and South American countries), Europe, India and Others.

Business Segments

Particulars	Sale of Product	Sales of Services	Total
Revenue	11,654.70	5,585.98	17,240.68
Inter-segment revenue	-	-	-
Total	11,654.70	5,585.98	17,240.68
Less: Central Excise	-	-	-
Net Revenue	11,654.70	5,585.98	17,240.68
Segment result	378.42	280.51	658.93
Unallocable expenses (net)			-
Operating income			-
Other income (net)			78.14
Profit before taxes			737.07
Tax expense			76.77
Net profit for the year			660.30

Particulars	Sale of Product	Sales of Services	Total
27.2 Segment assets	48,517.83	2,421.70	50,939.53
Unallocable assets	-	-	3,091.67
Total assets	48,517.83	2,421.70	54,031.20
Segment liabilities	14,745.46	1,143.70	15,889.16
Unallocable liabilities	-	-	38,142.04
Total liabilities	14,745.46	1,143.70	54,031.20
Other information			-
Capital expenditure (allocable)	33,772.37	1,278.00	35,050.37
Capital expenditure (unallocable)		-	-
Depreciation and amortisation (allocable)	850.16	259.54	1,109.70

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.) (Rs. in Lakhs)

27.3 Related party transactions	
Details of related parties:	
Description of relationship	
Associates	M/s. RNS Infrastructure Ltd M/s. Murudeshwar Power Corp. Pvt. Ltd. M/s. Naveen Hotels Pvt. Ltd. RNS Motors Pvt. Ltd. R N Shetty Trust R N S Trust
Key Management Personnel (KMP)	Shri Satish R Shetty Shri Sunil R Shetty Shri Naveen R Shetty Shri Karan S Shetty
Relatives of KMP	Satish R Shetty, Sunil R Shetty and Naveen R Shetty are sons of Dr. R N Shetty Sudha R Shetty, wife of Dr. R N Shetty
Company in which KMP / Relatives of KMP can exercise significant influence	Above mentioned Associate Companies

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31st March 2023 and Balances outstanding as at 31st March 2023

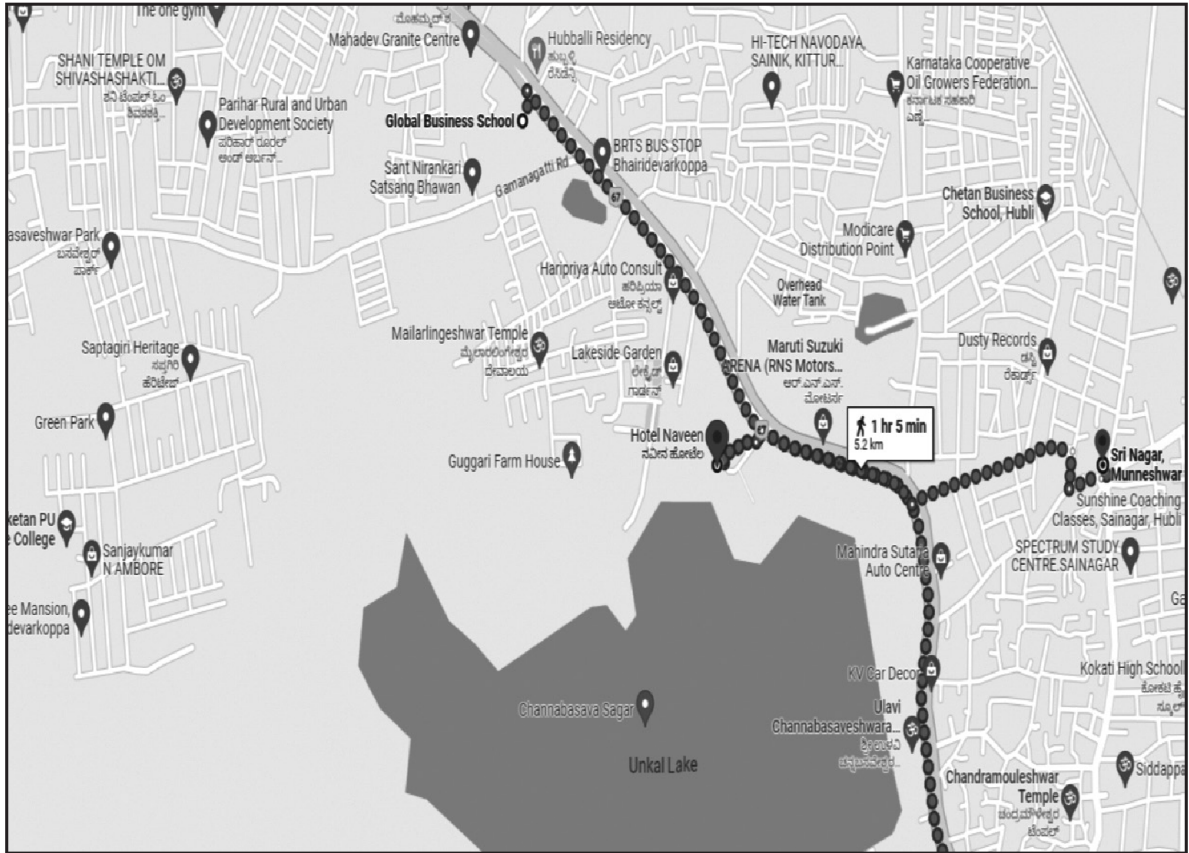
	Associates	Total
Purchase of goods	340.45 (174.13)	340.45 (174.13)
Sale of goods	64.85 (179.75)	64.85 (179.75)
Sale of fixed assets	-	-
Purchase of Fixed Assets	365.32 (115.50)	365.32 (115.50)
Rendering of services		
RNS Infrastructure Ltd	6,449.96 (4,459.64)	6,449.96 (4,459.64)
Investment in Shares	-	-
Receiving of services	5.05 (2.07)	5.05 (2.07)
Dividend Received	63.30 (63.30)	63.30 (63.30)
Issues of Equity	370.90 (353.24)	370.90 (353.24)
Issues of Share Warrant	401.85	401.85
Balances outstanding at the end of the year		
Trade receivables	4.66 (196.14)	4.66 (196.14)
Trade payables	43.92 (174.60)	43.92 (174.60)

Note: Figures in bracket relates to the previous year

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
(Rs. in Lakhs)
28. Disclosures under Accounting Standards (contd.)

Particulars		For the year ended 31 st March, 2023	For the year ended 31 st March, 2022
28.1	Earnings per share		
	Basic		
28.1.a	Continuing operations		
	Net profit / (loss) for the year from continuing operations	617.76	271.34
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	617.76	271.34
	Weighted average number of equity shares	5,70,08,412.75	5,49,47,871
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	1.08	0.49
28.2	Income Tax Expenses in Profit & Loss Account		
	Consist of following:		
	Current Tax	105.88	-19.90
	Prior Period Tax	-	-
	Deferred Tax	76.77	157.38
	MAT Credit Entitlement	120.83	-
	Total Tax Expenses	61.82	137.48
	Reconciliation of taxes to the amount computed by applying the statutory income tax rates to the income before taxes is summarised below:		
28.3	Profit before taxes:	737.07	372.08
	Applicable rate	27.82%	27.82%
	Computed tax charges	105.88	-19.90
	Less : Tax effected due to difference in tax rates	-	-
	Less : Reversal of Excess provision for previous year	-	-
	Add: (Increase) Decrease in Deferred tax liability	76.77	157.38
	Less : Increase (Decrease) in Deferred Tax Asset	-	-
	Less: Mat credit entitlement	120.83	-
	Total Tax Expenses	61.82	137.48
	Less : Total Expenses as per P & L	61.82	137.48
	Balance	Nil	Nil

ROUTE MAP OF AGM VENUE:





MURUDESHWAR CERAMICS LIMITED

Regd. Office: 604/B, Murudeshwar Bhavan, Gokul Road, Hubballi - 580 030

CIN: L26914KA1983PLC005401

40th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Regd. Folio No/Client ID

Name & Address of First/Sole Shareholder

E-mail ID

No. of Shares.....

I hereby record my presence at the Annual General Meeting of the Company to be held on Friday, 22nd day of September, 2023 at 3.00 P.M. IST at Hotel Naveen, Unkal Lake, Hubli - Dharwad Highway, Bairidevarkoppa, Hubballi – 580025, Karnataka.

Signature of the Member / Proxy

Members are requested to fill up the attendance slip and hand it over at the venue.

Members are requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.

MURUDESHWAR CERAMICS LIMITED

Regd. Office: 604/B, Murudeshwar Bhavan, Gokul Road, Hubballi - 580 030.

CIN: L26914KA1983PLC005401

40th ANNUAL GENERAL MEETING

FORM NO. MGT-12

POLLING PAPER

[pusruant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the First Named Shareholder (In block letters)	
Postal address	
Registered folio No. /Client ID No.	
Class of Share	EQUITY
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated August 05, 2023 to be passed through Poll for the businesses stated in the said notice of the 40th Annual General Meeting on Sept 22, 2023 by conveying my/our assent or dissent to the said Resolution in the relevant box below:

Sl. No.	Resolutions	Type of resolution	I/We assent to the resolution (For)√	I/We dissent to the resolution (Against)√
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary		
2.	To appoint a director in place of Shri Satish Rama Shetty (DIN 00037526), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary		
3	To declare a dividend on equity shares for the financial year ended March 31, 2023.			
4	To approve existing as well as new Material Related Party Transaction(s) in terms of Regulation 23 and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013.	Special		
5	Approval for re-appointment of Shri Karan Satish Shetty (DIN: 08168200) as the Whole Time Director of the Company.	Special		

Place: Hubballi

Date : 22.09.2023

Signature of Member /Proxy / Authorised Representative

Note : Please see overleaf for instruction on voting

GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR FILLING THE POLL PAPER

Regarding Putting ✓ (Tick) Mark

- Please cast your vote by putting a mark in either of the boxes provided in the poll paper.
- If you want to cast your vote in favour of the resolution, you have to put a ✓ mark in the box “**I assent to the resolution**”.
- If you want to cast your vote against the resolution, you have to put a X mark in the box “**I dissent to the resolution**”.
- If you put a ✓ mark in both the boxes, your vote will be treated as **invalid**.
- If you do not put ✓/X mark in either of the boxes, the poll paper will be treated as **invalid**.
- If you put a mark other than a ✓ mark, says X (Cross) etc... your vote will be treated as **invalid**.
- If you are voting separately as a **Shareholder / Proxy/Authorised Representative**, you should use separate Polling Paper to vote as **Shareholder / Proxy/Authorised Representative** respectively.

Reading Folio No./DP Id & Client ID No's

- In case you hold shares in physical form, please write your Folio No. at the place provided for in the poll Paper.
- In case you hold shares in dematerialised form, please write your DP Id & Client ID at the place provided for in the poll paper.

Regarding Signing and Deposit of Poll Paper

- This form should be completed and signed by the member (as per the specimen signature registered with the Company). Unsigned and incomplete Forms will be **rejected**.
- In case you are **voting in person**, you must sign as per the **specimen signature** registered with the Company. In such case please strike out the words “**Proxy/Authorised Representative**”.
- In case you are **voting as a Proxy**, then, after signing strike out the words “**Shareholder / Authorised Representative**”.
- In case you are voting as **Authorised Representative**, then after signing strike out the words “**Shareholders / Proxy**”. If you do not sign the Poll Paper, your vote will be **invalid**. After filling in the poll paper, please **deposit** the same in the **Ballot Box**.

Joint Holder

- Any of the joint holders is entitled to vote. However, if two or more joint holders are personally present at the meeting, then the shareholders whose name stands first or higher (as the case may be) is alone entitled to vote.
- Joint holders attending the meeting should write the name of the first holder as also his name in serial No.1 of the poll paper.

E-voting /Poll

- A member can opt for only one mode of voting i.e. either through e-voting or by poll.
- If a member cast his vote through e-Voting, then the voting done through e-Voting shall prevail and his vote through Poll shall be treated as invalid.
- Mr. Sunil J Shah, Practicing Company Secretary has been appointed as the Scrutinizer and his decision on the validity of the vote shall be final. However, in case of ambiguity about the validity of a proxy, the Scrutinizers shall decide the validity in consultation with the chairman.
- Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.



 **MURUDESHWAR
CERAMICS LTD.**

Murudeshwar Bhavan, Gokul Road, Hubballi - 580 030.

Phone : 0836 - 2331615 / 18